

# Constitution and Bylaws

## Albany Kennel Club

Approved January 2012

*(Replaces 1996 bylaws)*



*Albany Kennel Club is a member club of the American Kennel Club*

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# ALBANY KENNEL CLUB CONSTITUTION AND BYLAWS

## Article I, Name and Objectives.

### Section 1. Name.

The name of the Club shall be Albany Kennel Club, Inc.

### Section 2. Objectives.

The objectives of the Club shall be:

- (a) to further the advancement of all breeds of pure-bred dogs;
- (b) to conduct dog shows, obedience trials, rally trials and sanctioned matches under the rules of the American Kennel Club.

### Section 3. Personal benefit.

The Club shall not be conducted or operated for profit, and no part or any proceeds or remainder or residue from dues or donations to the Club or of the activities of the Club shall inure to the financial benefit of any member.

## Article II. Membership.

### Section 1. Eligibility and types of memberships.

There shall be three (3) types of memberships open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club: active; life; and honorary memberships.

**(a) Active memberships.** Active memberships are those held by those members who pay yearly dues. Active members have all rights and voting privileges of the Club and may hold office.

**(b) Life memberships.** Life memberships are those held by former active members elected to this position by the membership of the Club. Life members have the same rights and voting privileges of active members, but do not pay dues. Life members may hold office.

**(c) Honorary memberships.** Honorary memberships are those held by members elected to this position by the membership. Honorary members have all rights of the Club, but may not vote or hold office. Honorary members may acquire active membership and voting status by payment of dues.

### Section 2. Dues.

Membership dues shall be reviewed and set every even numbered fiscal year, and the revised dues schedule, if any, shall commence in the following fiscal year. Dues for enrolled active members shall be paid before the beginning of the fiscal year, April 1. After October 1, membership dues for new or re-instated active members shall be one half (½) of the full amount, plus pre-payment of the dues for the following year. After February 1st, dues for new or re-instated active members shall be waived for the current fiscal year, but shall be pre-paid for the following fiscal year.

### **Section 3. Election to membership.**

Each applicant shall apply for membership or reinstatement to membership on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by this Constitution and these By-Laws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) members in good standing at the time of endorsement. Accompanying the application, the prospective member shall submit dues as provided for in *Section 2, Dues* of this Article. Dues shall become effective as per the date of election to membership. Any excess dues paid shall either be refunded or applied to the member's next year's dues, at the option of the member. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. The application will be read again and voted upon, provided the applicant is present, at the next meeting of the Club. An affirmative vote of three quarters (¾) of the members present and voting at the meeting shall be required to elect the applicant. The applicant must attend the meeting, but will not be present during the actual vote. Applicants for membership who have been rejected by the Club may not re-apply within six (6) months after such rejection.

### **Section 4. Termination of membership.**

Membership may be terminated by resignation, lapsing, or expulsion:

**(a) By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club.

**(b) By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by the first day of the fiscal year.

**(c) By expulsion.** A membership may be terminated by expulsion as provided in *Article VII, Discipline* of this Constitution and these By-laws.

## **Section 5. Reinstatement of terminated membership.**

**(a) Former member resigned in good standing.** Any member who resigns, in good standing, upon written notice to the Secretary, and not in debt to the Club may be reinstated by payment of the current dues.

**(b) Other former members.** Any member who (1) lets membership lapse without notifying the Secretary, (2) resigns without paying incurred dues, or (3) allows membership to lapse while in debt to the Club, must apply for reinstatement by following the same procedures that new candidates undergo as stated in *Article II, Section 3, Election to Membership*.

**(c) Expelled members.** A member expelled shall not again be considered for membership for a minimum of five (5) years following the date of expulsion. The procedure for consideration of the expelled member's application for reinstatement to membership shall be the same as described under "(b) *Other former members.*"

## **Article III, Meetings and Voting.**

### **Section 1. Regular Club Membership Meetings.**

Regular membership meetings of the Club shall be held in the Greater Albany Area at such time, place and dates as designated by the Board of Directors. There shall be at least nine (9) regular membership meetings, including the Annual Meeting, each year. Notice of each meeting, with date, time, and place shall be given to each member by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be fifteen percent (15%) of the members in good standing, and must include at least one (1) Club officer.

### **Section 2. Special Club membership meetings.**

Special Club membership meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by at least five (5) members of the Club who are in good standing. The Secretary may be one of the five (5) members. Such special membership meetings shall be held in the Greater Albany Area and at such hour, date, and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be given by the Secretary at least five (5) days and not more than fifteen days (15) days prior to the date of the meeting, and said notice shall state the time, date, place,

and purpose of the meeting, and no other business may be transacted thereat. The quorum for such meetings shall be twenty percent (20%) of the members in good standing, including at least one Club officer.

### **Section 3. Regular Board meetings.**

The Board of Directors will hold at least four (4) regular board meetings each year in the Greater Albany Area. One (1) meeting must be held in September (*see Article V, Section 4, Nominations.*). The other regular board meetings shall be called at dates, times, and places designated by the Board. Notice of each such meeting shall be given by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board including at least one Club officer.

### **Section 4. Special Board meetings.**

Special meetings of the Board may be called by a majority of the Board, by the President, or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. The Secretary may be one of the three. Such special meetings shall be held in the Greater Albany Area and at such date, hour and place as may be designated by the person(s) authorized herein to call such meeting. Notice of such meetings, if made through the postal service, shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. If made by telephone or by e-mail, notice shall be made at least three (3) days and not more than five (5) days prior to the date of the meeting. Any such notice will state the purpose, time, date and place of the meeting and no other business shall be transacted thereat. Quorum for such a meeting shall be a majority of the Board including at least one Club officer.

### **Section 5. Voting.**

Each active member in good standing whose dues are paid for the current fiscal year, and each life member in good standing shall be entitled to one (1) vote at any membership meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election.

## **Article IV, Directors and Officers.**

### **Section 1. Board of Directors.**

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and Delegate to the American Kennel Club, all of whom, except Delegate, shall be elected for one (1) year terms. The term for Delegate shall be three (3) years. There will also be



six (6) directors with three (3) elected each year for two (2) year terms. All will be elected at the Club's Annual Meeting, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The Club's immediate Past President shall serve as a voting member of the Board of Directors. Board members shall strive to attend all meetings of the Board and general membership meetings.

## **Section 2. Officers.**

The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in those respective capacities, both with regard to the Club and its meetings and the Board and its meetings

**(a) President.** The President shall preside at meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the Office of the President in addition to those particularly specified in this Constitution and these By-Laws.

**(b) Vice-President.** The Vice-President, in the absence of the President, shall perform the duties of the President. He/She shall be Chairperson of the Program Committee and shall be responsible for the programs of all meetings and other social activities of the Club.

**(c) Secretary.** The Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and other contact information and carry out such other duties as are prescribed in this Constitution and these By-Laws. In the absence of the President and Vice President, the Secretary shall chair membership and Board meetings.

**(d) Treasurer.** The Treasurer shall receive all dues and monies of the Club and shall deposit them to the Club's account(s) in the Club's designated bank(s); shall keep an account of the receipts and disbursements and shall issue membership cards, if and when directed by the Board. He/She shall make no disbursements of the Club's monies except by check signed by the Treasurer and countersigned by the President. He/She shall present his/her accounts for audit at least once a year to an auditor acceptable to the Board. The Treasurer shall prepare the annual budget, submitting the same for approval of the Board and membership at the March Board and membership meetings, or as soon thereafter as is practical. In the absence of other Club officers, the Treasurer shall chair membership and Board meetings.

**(e) Term limit of office for President and Vice-President.** The President and Vice-President may not serve more than two (2) consecutive terms in their respective offices.

**Section 3. Vacancies.**

Any vacancies, except Past President, on the Board, including any of the Club officer positions shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting or at a special meeting of the Board following the creation of such vacancy.

**Article V, The Club Year, Annual Meeting, Elections.**

**Section 1. Official Club and fiscal years.**

The Club's fiscal year shall begin on the 1st day of April and end on the thirty-first (31st) day of March. The Club's official year, however, shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

**Section 2. Annual Meeting.**

The Annual Meeting shall be held in December at which directors and officers, and every third year the AKC delegate, shall be elected for the ensuing terms of office or Board position from those nominated in accordance with Section 4, Nominations of this Article. Except for AKC Delegate, they shall take office immediately upon the conclusion of the election, and each retiring officer or AKC Delegate, to the extent permitted by the AKC, shall turn over to the incoming Board all properties and records relating to that office or position within thirty (30) days after the election. Retiring AKC delegates are permitted to serve in that position until their successors are credentialed by the AKC.

**Section 3. Elections.**

All active members must have paid dues for the current fiscal year and be in good standing to be eligible to vote in the election. Life members present and in good standing are also eligible to vote in the election. Attendance at this meeting must be taken by roll call and each member checked against a Treasurer's report of paid dues if requested by any member. If there are contested positions, ballots indicating as a minimum the contested positions and candidates therefor shall be distributed to the membership eligible to vote at this meeting. Ballots shall be collected by the Chairperson of the Nominating Committee or his/her designee and counted by the Chairperson of the Nominating

Committee or his/her designee, plus one (1) other member of the Committee. The results of the vote, including final tally if requested, shall be announced at the conclusion of the count. Ballots shall be kept by the Secretary for a period of not less than one hundred and twenty (120) days. These ballots shall be available for inspection by the voting members of the Club, and any voting member may request such an inspection by submitting a written, signed request to the Secretary of the Club. The nominated candidates receiving the greatest number of votes for each position shall be declared elected. The three (3) nominated candidates for the Board who receive the greatest number of votes shall be declared elected. The Secretary or another club officer may cast one ballot for all unopposed nominees, and they shall be declared elected by virtue of that one ballot.

#### **Section 4. Nominations.**

No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of five (5) members and two (2) alternates. Not more than one (1) of the seven (7) shall be a member of the Board. The Secretary shall immediately notify the Committee Persons and their alternates of their selection. The Board shall name a Chairperson for the Committee and it shall his/her duty to call a Committee meeting at which nominations are to be made and which shall be held well prior to the membership meeting in October.

##### **(a) Committee nominees.**

The Committee shall nominate one (1) candidate for each office and three (3) candidates for the three (3) directorships on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. Except for the nominee for AKC Delegate, no person may be a nominee for more than one position on the Board. The nominee for AKC Delegate may also be nominee for one (1) other position on the Board.

**(b) Secretary shall notify membership.** Upon receipt of the Nominating Committee's report at the regular Club membership meeting in October, the Secretary shall notify the membership in writing of the candidates so nominated.

**(c) Additional nominations.** Except as provided below, additional nominations may be made only at the regular membership meeting in November preceding the Annual Meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the

Secretary a written statement from the proposed candidate, or other assurances, signifying the proposed candidate's willingness to be a candidate. Except for the candidate for AKC Delegate, no person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made from only those members, again excepting the nominee for AKC Delegate, who have not accepted a nomination of the Nominating Committee. The candidate for AKC Delegate may be candidate for one other position on the Board, and the reverse.

In the event that the slate of candidates for the Board is incomplete, or becomes so after the November General Membership Meeting but before the Annual Meeting, the Board may nominate, with their permission, a sufficient number of candidates to complete the slate of candidates standing for election.

**(d) Term limit of Directors.** Directors shall be limited to no more than six (6) consecutive years.

## **Article VI, Committees.**

### **Section 1. Standing Committees.**

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, matches, obedience and rally trials, the website, trophies, annual prizes, education, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board aid the President on particular projects.

### **Section 2. Committees accountable to the Board.**

All standing and special committees appointed by the Board of Directors including the Show and Match Chairman are directly accountable to the Board of Directors to keep the Board informed of all activities on a monthly basis.

## **Article VII, Discipline.**

### **Section 1. American Kennel Club Suspension.**

Any member who is suspended from all privileges of the American Kennel Club automatically shall be suspended from all privileges of this Club for a like period.

### **Section 2. Charges.**

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with the specification must be filed in duplicate with the Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall fix the date of a Board Hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges with specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the accused member may personally appear in his/her own defense and bring witnesses if he/she wishes. The notice shall indicate whether or not counsel will be permitted.

### **Section 3. Board Hearing.**

The Board shall have the complete authority to decide whether counsel may attend the hearing, but both complainant and accused member shall be treated uniformly in that regard. Quorum for this Board Hearing shall consist of three (3) officers and four (4) other members of the Board. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and the accused member, the Board may, by majority vote of those present, suspend the accused member from all, or some of the privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems suspension insufficient, the Board shall suspend the accused member for six (6) months and, upon two-thirds majority of those voting for the recommendation, shall recommend to the membership that the accused member be expelled. In such case, suspension shall not restrict the accused member's right to appear before the general membership at the ensuing Club general membership meeting which considers the Board's recommendation to expel the accused member. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each of the parties of the Board's decision and recommendations, if any.

### **Section 4. Expulsion.**

Expulsion of a member from the Club may be accomplished only at a membership meeting of the Club following the Board Hearing and upon the Board's recommendation as provided in *Section 3, Board Hearing* of this Article. Such proceeding may occur at a regular or special membership meeting of the Club to be held within sixty (60) days, but not earlier than thirty (30) days after the Board's recommendation of expulsion. Months in which no membership meetings are held shall not be included in the thirty and sixty day

counts. The accused member or accused member's counsel, if counsel has been approved, shall have the privilege of appearing on the accused member's behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings to the meeting and invite the accused member or his/her counsel, if counsel has been approved to speak on the accused member's behalf if he/she wishes. Members may ask questions of either the Board or accused member, but no general discussion shall take place. The membership shall then vote by secret ballot on the recommended expulsion. A two-thirds (2/3) majority vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **Article VIII, Amendments.**

### **Section 1. Proposed Amendments.**

Amendments to this Constitution and these By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. The Secretary may be among the twenty percent (20%). Amendments proposed by such petition shall be promptly considered by the Board of Directors, and must be submitted to the members at a Club membership meeting with the recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition, not counting months in which no meetings are held, was received by the Secretary.

### **Section 2. Approval of Amendments.**

This Constitution and these By-Laws may be amended by a vote of 2/3 of the members present and voting at any regular membership meeting or special membership meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and provided to each member at least two (2) weeks prior to the date of the meeting.

### **Section 3. When Amendments Become Effective.**

No amendment to this Constitution and these By-Laws adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

## **Article IX, Dissolution.**

### **Section 1. Dissolution.**

The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members. In the event of dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any of the members of the Club except in satisfaction of debt of the Club to the member, but after payment of the debts of the Club, its liquid assets shall be given to one or more charitable organizations selected by the Board of Directors, and which exist for the benefit of dogs. Its dog related physical property may be donated to other kennel clubs or other non-profit dog related organizations designated by the Board. Club records shall be preserved if possible.

## **Article X, Order of Business.**

### **Section 1. At membership meetings.**

At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the Last Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of AKC Delegate

Report of the Committees

Election of Officers and Board (At the Annual Meeting)

Election of New Members

Unfinished Business

New Business

Adjournment

### **Section 2. At Board Meetings.**

At the meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of the Minutes of the Last Board Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of AKC Delegate

Report of Committees

Unfinished Business

New Business

Adjournment

**Section 3. Rules of order.**

Robert's Rules of Order shall be referred to and adhered to in the normal conduct of business. *End of bylaws.*



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