

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be three types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors, dog owners and other interested persons in its immediate area.

- a. **INDIVIDUAL:** Enjoys all club privileges including the right to vote and hold office.
- b. **HOUSEHOLD:** Adult members residing in the same household, each eligible to vote and hold office.
- c. **ASSOCIATE:** Entitled to all club privileges except voting and office holding. Offered to any individuals who live outside the club's area, or who live in the club's area but are not active. Associate members are encouraged to participate in any or all club functions, and to take an active role in the Club if desired.

SECTION 2. Dues. Membership dues shall not exceed \$30.00 per year for individual membership and \$40.00 per year for household membership. Dues are payable on or before the 1st day of May of each year. No eligible voting member may vote whose dues are not paid for the current year. During the month of February the Treasurer shall send to each member a statement of dues for the ensuing year, via the US Postal Service or by e-mail (membership renewal will be sent as an attachment to the email).

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing, (if applying for voting membership). Accompanying the application, the prospective member shall submit dues payment for the current year. 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. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

SECTION 1: Club Meetings. Meetings of the club shall be held as deemed necessary by the currently elected Board of Directors. These meetings shall be held within the greater Albany, NY area or as may be designated by the Board of Directors. Written notice of each such meeting shall be emailed or sent via US Postal Service by the Secretary, at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20 percent of the eligible voting members in good standing.

SECTION 2: Special Club Meetings. Special club 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; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in the greater Albany, NY area or as may be designated by the person or persons authorized herein to call such meetings. Written notice of such special meeting shall be emailed or sent via US Postal Service by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the eligible voting members in good standing.

SECTION 3: Board Meetings. Meetings of the Board of Directors shall be held in the greater Albany, NY area or as may be designated by the Board of Directors. Written notice of such a meeting shall be emailed or sent via US Postal Service by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. There will be a minimum of three (3) Board meetings per year.

SECTION 4: Special Board Meetings. Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Albany, NY area or as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be emailed or sent via US Postal Service by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

SECTION 5: Voting. Each member with voting privileges in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the President, Vice President, Secretary, and Treasurer, all of whom shall be elected for one-year terms. There will also be a minimum of two (2) other persons, all of whom shall be elected for two (2) year terms. One of these will be the club's most recent past President.

All of these members shall be in good standing and shall be elected at the club's annual meeting, (as provided in Article IV), and shall serve until their successors are elected. Proxy voting will not be permitted at any board meeting. General management of the club's affairs shall be entrusted to the board of directors.

SECTION 2: Officers. The club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The office of Secretary may be divided into a Recording Secretary and a Corresponding Secretary. The Recording Secretary shall act as an officer of the board and shall have the entitlements thereof, as provided in Article III, Section 1 of these bylaws. The Recording Secretary shall keep a written record of all meetings of the club and of the board, and of all matters of which a record shall be

ordered by the club, and carry out such duties as are prescribed specifically in these bylaws. The Corresponding Secretary shall act as an officer of the board and shall have the entitlements thereof, as provided in Article III, Section 1 of these bylaws. The Corresponding Secretary shall have charge of the correspondence of the club, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club, which includes their mailing address and e-mail address, and any other such other duties as are prescribed in these bylaws. Notification can be made either by e-mail or via the US Postal service, and/or may be posted in the club newsletter.

- (d) The Treasurer shall collect and receive all monies due or belonging to the club. Monies shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall also directly receive the dues from each new and renewing club member, maintain a listing of the members in good standing, and publish an annual Membership Directory which shall be distributed to all members in good standing. The Treasurer shall be authorized to write checks up to and including the amount of \$250.00. The Treasurer is not authorized to write a check in excess of \$250.00 without approval by a majority vote of the Board. The board may direct that the Treasurer be bonded in an amount determined by the board. The expenses associated with the bonding of the Treasurer shall be borne by the club.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of the officers and four (4) other persons.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election by a majority vote of all the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

ARTICLE IV

The Club Year, Annual Meeting Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the first day of May and end on the last day of April. The club's official year 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 the month of April at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of December, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee members and alternates of their selection. The board shall name a chairperson for the committee and it shall be such person's duty to call a committee meetings.

- (a) The committee shall nominate one candidate for each office, and positions on the board and, after securing the consent of each person so nominated, shall Immediately report their nominations to the Secretary in writing before January 15th.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, before February 15th notify each member in writing, via the US Postal Service or email, and publish the list of candidates so nominated in the club's newsletter and/or on the club's yahoo site.
- (c) Additional nominations may be submitted in writing to the Secretary for publication in the club's newsletter and/or on the club's website no later than March 15th.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters such as rescue, dog shows, obedience trials, trophies, annual prizes, 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 to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications 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 by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by certified mail, return receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding 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 penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from a club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special

meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The eligible voting members shall then vote by secret ballot on the proposed expulsion. A 2/3 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 VII Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the eligible voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 vote of the eligible voting members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed via US Postal Service or email (return read receipt notification) to each eligible voting member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the eligible voting members in good standing. In the event of the dissolution of the club other than for purposes of reorganization 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 members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.

ARTICLE IX
Order of Business

SECTION 1. 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 last meeting
Report of President
Report of Secretary
Report of Treasurer
Report of committees
Election of officers and board (at annual meeting)
Election of new members
Unfinished business
New business
Adjournment

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1. The rules contained in the current edition of “Robert’s Rues of Order, Newly Revised, 10th Edition,” shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.