

MINNEAPOLIS KENNEL CLUB, INCORPORATED

CONSTITUTION AND BYLAWS

Article I

Name and Objects

Section 1. The name of the club shall be Minneapolis Kennel Club, Incorporated

Section 2. The objective of the club is to further the advancement of all breeds of purebred dogs. To do all in its power to protect and advance the interest of dog shows and obedience trials, and to encourage sportsmanlike competition at such events, and to conduct sanctioned matches, dog shows and obedience trials under rules and regulations of the American Kennel Club.

Section 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

Section 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects

Bylaws

Article I

Membership

Section 1. *Eligibility.* There shall be three types of membership, Regular, Lifetime, and Honorary open to persons 18 years of age and older and one type, Junior, for those younger than 18 years of age.

a) Regular - routine membership for those 18 years of age or older in good standing with the American Kennel Club. This membership comes with all club privileges.

- b) *Lifetime* - special status membership for those in good standing with the American Kennel Club awarded by the board for long standing meritorious service to the club and to the sport of dogs. This membership comes with all club privileges.
- d) *Honorary* - special status membership for an individual in good standing with the American Kennel Club awarded by the board for those who have shown meritorious service to the club, or to the sport of dogs. This membership comes with all club privileges except voting and office holding.
- e) *Junior* - routine membership for a person under age 18 years of age in good standing with the American Kennel Club. This membership comes with all club privileges except voting and office holding.

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

Section 2. Dues. Membership dues shall not exceed \$20 per year, payable on or before the 1st day of February of each year. No member may vote whose dues are not paid for the current year. During the month of December the Club shall send a statement to each member of dues for the ensuing year.

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 rules of this club and The American Kennel Club. The application shall state the name, address, and telephone number of the applicant and shall carry the endorsement of two members in good standing. 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 receipt. At the next Board meeting the application will be voted upon and affirmative votes of 2/3 of the board 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:

- 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. Dues obligations are considered a debt to the club and they are incurred on the first day of each fiscal year.
- b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the board may grant an additional 60 days 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 the meeting.

- c) *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 in the greater Minneapolis area at least on alternate months beginning with December at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed 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 Regular and Lifetime 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 Minneapolis area at such place, date and hour as may be designated by the person or persons authorized herein to call such meeting. Written notice of such meetings shall be mailed by the Secretary at least five days and not more than fifteen 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 Regular and Lifetime members in good standing.

Section 3. *Board Meetings.* Meetings of the board of directors shall be held at least six times per year in the greater Minneapolis area at such hour and place as may be designated by the board. The Secretary shall mail written notice of each meeting at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. *Special Board Meetings.* Special meetings of the board may be called by the Secretary upon written request signed by at least three members of the board. Such special meetings shall be held in the greater Minneapolis area at such place, date and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall mail written notice of such meeting at least five days and not more than ten 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 Regular or Lifetime member 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 he/she 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 officers and three other persons, all of whom shall be Regular members or Lifetime members in good standing and

all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board or 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 meeting and the board and its meetings.

- a) The President shall preside at all meetings of the club and of the board, and shall have 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 Secretary shall keep a 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; have charge of the correspondence, 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 with their addresses, and carry out such duties as prescribed in these bylaws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys 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 moneys received and expended during the fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- e) The offices of the Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of six persons.

Section 3. Vacancies. Any vacancies occurring on the board or among the offices 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 January and end on the last day of December.

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 December at which officers, directors and Delegate to the American Kennel Club 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 director's positions on the board the three that 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 August the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of who may be members of the board. The Secretary shall immediately notify the committeemen 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 meeting, which shall be held on or before September 1st.

- a) The committee shall nominate one candidate for each office, three for directors and one for Delegate, who may but need not be an officer or director of the club. The committee shall secure the consent of each person nominated and shall then immediately report his/her nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the October meeting, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the October meeting by any member in attendance, providing that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not at the meeting, the individual presenting the nomination shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position except for the position of Delegate or if the Secretary and Treasurer position is combined.
- 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 as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may be served by committees. Such committees shall always be subject to the final authority of 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 privileges of The American Kennel Club automatically shall be suspended from privileges of this club for a like period.

Section 2. *Charges.* Any member may prefer charges against a 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 \$20, 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 that 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 to the accused member by registered mail 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 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 the hearing all evidence and testimony presented by complainant and defendant, the board may by 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 the 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/her 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 members shall than vote by secret ballot on the expulsion. A 2/3 vote of the Regular and Lifetime members 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 Regular and Lifetime 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 secret vote of the Regular and Lifetime members present and voting and any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

"No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club."

Article VIII

Dissolution

Section 1. The club may be dissolved at any time by written consent of not less than 2/3 of the Regular and Lifetime members. In event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary by operation of law, none of the property of the club 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 the last meeting
- Report of the 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 the minutes of the last meeting
Report of the Secretary
Report of the 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 Rules of Order, Newly Revised," 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.

Revision 4/19/00