



TALBOT KENNEL CLUB, INC.

CONSTITUTION AND BY-LAWS

Revised and approved May 19, 1993

Approved by The American Kennel Club June 21, 1993

ARTICLE I

Name and Objectives

Section 1. The name of the Club shall be the **Talbot Kennel Club, Inc.**

Section 2. The objectives of the Club shall be:

- (a) to further the advancement of all breeds of pure-bred dogs;
- (b) to do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows, obedience trials and tracking tests;
- (c) to conduct sanctioned matches, dog shows, and obedience trials under the rules of The American Kennel Club;
- (d) to further public education of all dog owners;
- (e) and to devote all profits accruing to the Club to the above purposes or to make specific donations to such charitable or civic organizations as shall be approved by a majority vote of those members in good standing in attendance and voting at a Club meeting; and under no circumstances to pay a salary, fee, commission or dividend to any officer or member of the 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.

ARTICLE II

Membership

Section 1. Eligibility. There shall be three types of membership open to all persons eighteen years of age and older, except as specified in sub-paragraph (c) below, who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- (a) Regular Members. The applicant should desire to participate in the activities of the Club and shall be afforded voting privileges.
- (b) Family Members. Any person and his or her spouse and/or his or her children who reside in the same household may jointly apply for membership. Each of them shall be afforded voting privileges, except children under eighteen.
- (c) Junior Members. Individuals, under the age of eighteen, who desire association with the Club for educational and social benefits. Junior members are afforded no voting privileges.

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 be payable on or before the 1st day of March each year. No member may vote whose dues are not paid for the current year. During the month of January the Treasurer shall send to each member a statement of dues for the ensuing year.

- (a) Regular membership dues shall be assessed by the Board of Directors and approved by the general membership with full fee and shall not exceed \$30.00 a year.
- (b) Family membership dues shall be full fee assessed for the first member. Each subsequent family member that wishes to become an active member of the Club will be assessed a 50% dues fee. All family members must reside in the same household for the discount to apply.
- (c) Junior membership dues shall be assessed at 50% of the rate for regular membership.

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 these Constitution and By-Laws 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. Accompanying the application, the prospective member shall submit dues payment for the current year. Dues on any application for membership received after August 1st of any year shall be one-half the annual dues.

All applications are to be filed with the Recording Secretary and each application is to be read at the first meeting of the Club following its receipt. Applicants for membership are required to attend at least one meeting of the club, preferably the one at which the application is read, prior to any action of the Club. At the next Club meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. The Corresponding Secretary shall then notify members, in writing, of their acceptance or rejection by the Club to membership.

Junior members must apply for regular membership once they turn 18 years of age. The voting process for membership will be waived as long as the junior member is a member in good standing at the time of application. Applicants for membership who have been rejected by the Club may not re-apply 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 Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become 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 30 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.
- (c) by expulsion. A membership may be terminated by expulsion as provided in ARTICLE VII of these bylaws.

ARTICLE III

Meetings and Voting

- Section 1. Club Meetings. Meetings of the Club shall be held every other month, following the Annual Meeting, in the greater Talbot County area at such hour and place as may be designated by the Board of Directors. A Club year calendar indicating date, hour and place of all regularly scheduled meetings for that calendar year will be sent to each member at the same time as notification of the Annual Meeting. The quorum for such meetings shall be 20 percent of the 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 Corresponding 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 Talbot County area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least 5 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 members in good standing.
- Section 3. Board Meetings. Meetings of the Board of Directors shall be held on alternate months from the general meetings in the greater Talbot County area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Corresponding 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.
- Section 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Corresponding 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 Talbot County area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least 5 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 the majority of the Board.
- Section 5. Voting. Each member in good standing whose dues paid for the current year shall be entitled to one vote at any meeting of the Club at which he 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 shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, AKC Delegate and seven other persons, all of whom shall be members in good standing for at least one year prior to the date of elections. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be the final authority for the interpretation of these By-Laws in light of any action taken or contemplated by the Club.
- All officers of the Club and the AKC Delegate shall be elected for a one-year term at the Club's Annual Meeting, except the Treasurer who shall be elected for a two (2) year term. All Officers may succeed themselves in office except for the President who may serve three (3) consecutive terms. The retiring President automatically becomes an ex-officio member of the Board of Directors for a period of one (1) year serving in an advisory capacity. At each Annual Meeting of the Club, the number of persons elected to the Board will alternate. Three (3) persons

shall be elected to the Board of Directors for two (2) year terms, the first year and four (4) persons will be elected for two (2) year terms the next year.

Any officer or member of the Board of Directors who misses three (3) general or Board of Directors meetings without just cause may be removed from office and a replacement appointed to fill out the un-expired term as provided in Section 3 of this Article.

- Section 2. Officers. The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding 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. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee.
 - (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 Recording 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; keep a roll of the members of the Club with their addresses; create and distribute a quarterly Club newsletter; have charge of official correspondence with The American Kennel Club, and carry out such other duties as are prescribed in these bylaws.
 - (d) The Corresponding Secretary shall have charge of all Club general correspondence; notify members of meetings, classes and special events; notify new members of their acceptance or rejection to membership, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these bylaws.
 - (e) 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 of the Board and a report shall be given at every meeting of the condition of the Club's finances- and every item of receipt of payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. Expenditures, except for ordinary operating expenses, shall first be approved by the Board of Directors. The Treasurer shall be bonded in such amount as the Board of Directors determine.
 - (f) The Delegate to The American Kennel Club shall represent the Club in matters pertaining to the Club's relations to The American Kennel Club. The Delegate shall advise the Club of pertinent matters being considered and of pertinent actions and rulings by The American Kennel Club.
- 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 then 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 V

The Club Year, Annual Meeting and Elections

- Section 1. Club Year. The Club's fiscal year shall begin on the first day of March and end on the last day of February. 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 February at which Officers, Delegate to The American Kennel Club, 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. The quorum for such meeting shall be 20 percent of the members in good standing.
- 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 to be filled, who receive the greatest number of votes for such positions, shall be declared elected. The nominated candidate for Delegate to The American Kennel Club receiving the greatest number of votes shall be declared elected. Elections shall need a 20 percent attendance of members in good standing in order to be held.
- 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 three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee-persons and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be such person's duty to call a committee meeting that shall be held on or before October 15.
- (a) The Committee shall nominate one candidate for each office, the AKC Delegate and positions on the Board. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Corresponding Secretary in writing.

- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before November 15th notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the December meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, a written statement from the proposed candidate signifying willingness to be a candidate must be presented to the Corresponding Secretary. No person may be candidate for more than one position. If a person already nominated for a position is nominated for a second office at the December meeting; and if the person accepts the second nomination, they automatically must decline the position originally nominated for by the Nominating Committee. An amended ballot will then be sent to the general membership at the time of notification of the Annual Meeting.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI

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 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 of to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII

Discipline

- Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the 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 interest of the Club. Written charges with specifications must be filed in duplicated with the Recording Secretary together with a deposit of \$25.00 that shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 interest 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 of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Recording 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 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 hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present 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 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 Recording Secretary. The Recording 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 own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the meeting, in good standing, shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII

Amendments

- Section 1. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by a motion made, seconded and passed by a 2/3 vote of those present and in good standing at a club meeting. All proposed amendments shall be submitted to the entire membership by the Recording Secretary within 30 days of the date that the amendment was proposed.

- Section 2. The constitution and bylaws may be amended by a vote of 2/3 of the 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 to each member at least two weeks prior to the date of the meeting.
- Section 3. 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 IX

Dissolution

- Section 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the 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 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 X

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:
Minutes of last general and Board of Directors meetings; Report of Corresponding Secretary; Report of Treasurer; Election of Officers and Board (at Annual Meeting); Reports of Committees; Election of new members; Old Business; New Business; Good of the Club; 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 Board of Directors meeting; Report of Corresponding Secretary; Report of Treasurer; Old Business; New Business; Good of the Club; Adjournment

ARTICLE XI

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.
A copy of Robert's Rules of Order, Newly Revised, will be available at all meetings.