

TIDEWATER KENNEL CLUB OF VIRGINIA, Inc.

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ARTICLE 1

MEMBERSHIP

[SECTION I Composition](#): The club shall be composed of an unlimited number of Active, Life-Time, Honorary and Junior members.

- a. Active membership - Any person eighteen years of age or older who is in good standing with the American Kennel Club and who subscribes to the purposes of this club is eligible for active membership.
- b. Lifetime membership - Any member having been a member in good standing for twenty-five (25) consecutive years shall automatically become a lifetime member. Lifetime members shall be entitled to all privileges of Active members and shall be exempt from payment of dues
- c. Honorary Membership - Honorary membership shall be entitled to all privileges of Active Members except the right to vote and to hold office. They shall be created by a favorable vote of 2/3 of the members of the club present and voting.
- d. Junior Membership - Anyone who has attained the age of ten (10) years and who has not reached eighteen (18) years of age may become a Junior Member upon application as prescribed in Section IV of this article. Junior Members shall not hold office or have any vote in the affairs of the club or share in its dissolution.

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

SECTION II Dues: Membership dues shall be in an annual amount fixed from time to time by the membership, but shall not exceed twenty-five dollars (\$25.00) for Active Members and fifteen dollars (\$15.00) for Junior Members. Dues shall become due the first day of January of each year. During November each year the Treasurer shall issue statements to each member for their dues. The Treasurer shall turn over to the Corresponding Secretary a complete listing of all members in good standing by February 15 each year.

SECTION III Election to Membership: After attending two (2) meetings of the club the application may be submitted. Membership shall be applied for on a form approved by the Board of Directors, the form shall provide that the applicant agrees to abide by these Constitution and by-laws and the rules of the American Kennel Club. The applicant shall state the name, address and occupation of the applicant and it shall care the endorsement of two members in good standing. Accompanying the application the prospective member shall submit dues

payment for the current year. All applications accepted after October 1 shall be considered paid through the following year. The application, when received, shall be referred to the Membership Chairman for investigation and report. The Membership Chairman shall send a list of names, addresses and phone numbers of all applicants for membership to the editors of Paws 'N' Patter, who will publish this list. The application shall be submitted, after publication, to the Board of Directors for consideration and recommendation to the members. A favorable vote of 2/3 of the Board present and voting is required for recommendation. Each application shall be read at the first meeting of the club, following its review by the Board. The application will be voted upon and an affirmative vote of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. The names of all applicants will be published again in Paws'n' Patter upon their acceptance into membership. The applicant must be present for election. Any applicant who has been rejected by the club, may not reapply within six months after such rejection.

SECTION IV Termination of Membership: Membership 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 are incurred on the first day of each fiscal year.
- b. by lapsing: A membership will be considered lapse and automatically terminated if such member's dues remain unpaid for thirty (30) days after the first day of the fiscal year; however the Board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to vote at any club meeting.
- c. by expulsion: A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

MEETINGS AND VOTING

SECTION I Club Members: **There will be a regularly scheduled meeting January,**

February, March, April, May, July, September, October, November and December. They will be held in the South Hampton Roads of Virginia area as such hour and place as may be designated by the Board of Directors and notice of all meetings shall be sent to every member of the club by the Corresponding Secretary or through Paws "N" Patter at least ten (10) days prior to the meeting which shall state the time and place of the meeting. At least twenty (20) percent of the active members shall constitute a quorum.

SECTION II 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 at any regular or special meeting of the Board, or shall be called by the Recording Secretary upon receipt of a petition signed by five (5) or more members in good standing. Such special meetings shall be held in the South Hampton Roads of Virginia area at such place and hour as may be designated by the person or persons authorized herein to call such a meetings. Written notice of such a meeting shall be mailed by the Recording Secretary or noted in Paws 'N' Patter at least five (5) days and not more than fifteen (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 at least twenty (20) percent of the active members in good standing.

SECTION III Board Meetings: **The Board of Directors shall meet every other month. (January, March, May, July, September and November).** Meeting shall be held in the South Hampton Roads area at such hour and place as may be designated by the Board. A simple majority shall constitute a quorum. Five days notice of the meeting shall be given.

SECTION IV Special Board Meetings: Special meeting of the Board may be called by the President or shall be called by the Recording Secretary upon receipt of written request signed by at least three (3) members of the Board. Such special meeting shall be held in the South Hampton Roads of Virginia area at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Recording Secretary at least five (5) and not more than ten (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. A simple majority shall constitute a at these meetings.

SECTION V Voting: Each active and lifetime member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the club at which they are present .

Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

OFFICERS, BOARD OF DIRECTORS AND DELEGATE TO THE AMERICAN KENNEL CLUB.

SECTION I The Board of Directors: The Board of Directors shall be comprised of the Officers of the club, the Delegate to the American Kennel Club, and six other persons, all of whom shall be members in good standing. The Officers shall serve a one year term, the Board Members and the Delegate to the American Kennel Club shall serve a two year term. Three members shall be elected to the Board each year. All of whom shall be elected at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. The Board of Directors shall be entrusted with the general management of the club and shall be responsible for the execution of the authorized policies of the club, and shall be empowered to act for the membership when a decision is necessary prior to a regular meeting. The Board shall authorize payment of normal operation expenses of the club. Membership applications shall be subject to review and consideration as outlined in Article I, Section IV.

SECTION II The Officers of the Club: The Officers shall consist of a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

- a. The President shall be the Chief Executive Officer of the club and will serve until a successor is elected. The President shall preside at all meeting, including Board of Directors meetings, enforce the provisions of these Constitution and By-Laws and appoint all necessary committees not other wise provided for. The President shall sign and make all contracts and

agreements in the name of the club subject to the approval of the Board, provided such official action has been authorized by the club.

- b. The First Vice-President shall serve as Program Chairman and assist the president. During the absence or inability of the President to perform the duties or exercise the powers of office as set forth herein, the same shall be performed and exercised by the First Vice-President; and so acting shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.
- c. The Second Vice-President shall serve as Membership Chairman and during the absence or inability of the President and First Vice-President to perform their duties or exercise their powers, as heretofore set forth, the same shall be performed and exercised by the Second Vice-President, and when so acting shall have all the powers and be subject to all the responsibilities given hereby to or imposed upon the President.
- d. The Recording Secretary shall keep the club records, including minutes of the club and Board meeting, committee appointments, attendance records, list of members showing their classification, addresses and telephone numbers. During the absence or inability of the of the Corresponding Secretary to perform the duties as set forth herein, the same shall be performed and exercised by the Recording Secretary. No later than thirty (30) days after the expiration of the term of office, the complete records of the club and all club property in possession of Recording Secretary, shall be turned over to the newly elected Recording Secretary.
- e. The Corresponding Secretary shall attend to the correspondence of the club and notify members of all regular meetings and Board meeting. The Corresponding Secretary shall present to the members at each meeting all communications addressed to the club or to any officer of the club. During the absence or inability of the Recording Secretary to perform the duties set forth herein, the same shall be performed and exercised by the Corresponding Secretary. No latter than thirty (30) days after the expiration of the term of office, the complete records of the club and all club property in possession of the Corresponding Secretary shall be turned over to the newly elected Corresponding Secretary.
- f. The Treasurer shall collect and receive all monies due or belonging to the club. Shall deposit the same in a bank designated by the Board, in the name of the club. Shall keep the existing permanent set of books, which at all

times shall be open to inspection by the Board or the club. Must report at every meeting the condition of the club's finances and every item of receipt or payment not before reported, and at the Annual Meeting he shall render a written account of all money received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. Upon thirty days written notice by the Audit Committee, the treasurer shall surrender the books for an audit. Upon expiration of the term, the Treasurer shall turn over the books and property belonging to the club to the newly elected Treasurer.

- g. The AKC Delegate shall be elected by the members at the Annual Meeting for a term of two (2) years. The AKC Delegate shall serve as a member of the Board of Directors during the term of office as AKC Delegate. The AKC Delegate may attend quarterly meeting of the American Kennel Club and shall file a written report to the Corresponding Secretary and give a verbal report to the membership at the monthly meeting immediately following those AKC meeting attended. Necessary expenses, limited to transportation, meals and lodging when required, incurred by the AKC Meetings shall be reimbursed by the club upon receipt of an itemized list of expenses from the Delegate and approved by the Board of Directors.

SECTION III Attendance: Should any officer or Director fail to attend three (3) regular Board meetings without just cause during the fiscal year, they may be removed from office by a two-thirds (2/3) vote of the board and the same procedure for a vacant office shall follow.

SECTION IV 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 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 the President shall be filled automatically by the First Vice-President and the Second Vice-President shall become the First Vice-President and resultant vacancy in the office of Second Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION I: Club Year: The club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The club's official year shall begin immediately at the conclusion of the election at the annual meeting.

SECTION II: Annual Meeting: The annual meeting shall be held in the month of May at which time the officers (Delegate to the American Kennel Club, when applicable) and three members of the Board for a term of two years shall be elected by a written ballot from among those nominated in accordance with SECTION IV of this Article. The installation of officers shall follow immediately at the conclusion of the election and each retiring officer shall turn over to the newly elected successor all properties and records relating to that office within thirty (30) days after election.

SECTION III: Elections: The nominated candidate receiving the majority vote of those members present and voting for each position shall be declared elected.

SECTION IV: Nominations: No person who has not been nominated may be a candidate in the club election. The Board of Directors shall appoint before the regular meeting in February of each year a Nominating Committee of four members, not officers or directors, and one member of the Board, who shall present for publication at the March meeting their slate of candidates for officers and directors. Other nominations may be made from the floor at the April meeting. No additional nominations may be made from the floor at the annual meeting.

- a. The committee shall nominate one candidate for each office and candidates for each vacant position on the Board (and AKC Delegate when applicable) and after securing the consent of each person so nominated, shall report their nominations to the Recording Secretary in writing prior to the March meeting.
- b. Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify each member via the March issue of Paws "n" Patter of the candidates nominated.

- c. Additional nominations may be made at the regular meeting in April by any member in attendance provided 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, the proposer shall present to the Recording Secretary a written statement signifying the nominee's willingness to be a candidate.

ARTICLE V

COMMITTEES

SECTION I: 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 serve 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 a particular project.

SECTION II: Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees and the Board may appoint successors to those persons whose services have been terminated.

SECTION III: The Board each year shall appoint the following committees.

- a. The Judges Selection Committee: The judges selection committee shall consist of four (4) members to be selected in the following manner:
 - 1. Two (2) members will be selected on even numbered years to serve for a two (2) year term.
 - 2. Two (2) members will be selected on odd numbered years to serve for a two (2) year term.

If a resignation from the committee should occur, the Board will appoint a member to finish out that term. The Judges Selection Committee shall elect a chairman from its members. The duties of the committee shall be to select judges

for future shows. The shall submit in triplicate to the President, a written list of the judges, both confirmed and unconfirmed, selected by them for a given show and the anticipated expenses for these judges. The President will send to the Show Chairman and the Show Treasurer a copy of these judges and their expenses.

- a. Audit Committee: The audit committee shall conduct at least one annual audit of the club treasurer's books in accordance with Article III (f) and the books of all show committees after the show has closed and any other audits deemed necessary by the President or the Board of Directors. The audit committee shall consist of two members only one of whom may be an officer or member of the Board.

ARTICLE VI

DISCIPLINE

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

SECTION II 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 duplicate with the Recording Secretary together with a deposit of \$10.00 which 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 action 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 of hearing by Board not less than three (3) weeks nor more than six (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 their own defense and bring witnesses if they wish.

SECTION III: Board Hearing (Closed). 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 testimony presented by complainant and defendant, the board may, by majority vote of those present, suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. And, if it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, suspension shall not restrict the defendant's right to appear before their 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, who will notify each of the parties of the Board's decision and penalty, if any.

SECTION IV Expulsion: Expulsion of a member from the club may be accomplished only at a meeting of the club following Board hearing and upon the Board's recommendation as provided in SECTION III of this article. Such proceedings may occur at a regular or special 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. The defendant shall have the privilege of appearing in their own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and invite the defendant, if present, to speak on their own behalf if they wish. The members shall then vote by written ballot on the proposed expulsion. A 2/3 vote of members present and voting shall be necessary for expulsion. If expulsion is not so voted the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

SECTION I: Amendments to the Constitution and By-Laws may be proposed to the Board of Directors by written petition addressed to the Recording Secretary and

signed by twenty per cent of the 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 Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION II: The Constitution and By-Laws may be amended by a $\frac{3}{4}$ vote 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 meeting and mailed to each member at least two weeks prior to the date of the meeting.

SECTION III: No amendment to the Constitution or By-Laws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club..

SECTION IV: In the interest of saving time, labor and money the Corresponding Secretary is authorized to use Paws "n' Patter for all notices of regular meetings and special meeting of the club or Board of Directors and club-sponsored events as long as the required lead-time of notice for the particular meeting or event is complied with.

ARTICLE VIII

DISSOLUTION

SECTION I: Dissolution: The club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ of the members. In the event of 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 or the proceed 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 will be given to charitable organization for the benefit of dogs, selected by the Board of Directors who shall ensure that the organization selected qualifies as a charitable organization as defined by the Internal Revenue Service.

ARTICLE IX

ORDER OF BUSINESS

SECTION I: At any meeting of the club the order of business, so far at the character and nature of the meeting may permit, shall be as follows:

Invocation

Roll Call

Minutes of the Last Meeting

Report of the President

Report of the Corresponding Secretary

Report of the Treasurer

Reports of Committees

Report of Show Wins

Unfinished Business

New Business

Election of Officers and Board Members at the annual Meeting

Election of New Members

Adjournment

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

Invocation

Roll Call

Reading of the Minutes of the Last Meeting

Report of the Corresponding Secretary

Reports of Committees

Unfinished Business

New Business

Adjournment

SECTION III: Robert's Rules of Order (latest edition) shall be used as a guide in all matters not specifically covered by all Articles in aforementioned Constitution and By-Laws.

ALL PREVIOUS BY-LAWS ARE HEREBY REPEALED

Approved by the American Kennel Club May 1995