

CONSTITUTION AND BYLAWS

CONSTITUTION

These Bylaws are subject to and governed by the State of [insert State] [Not-For Profit Corporation or other statutory reference] Laws and the Articles of Incorporation of the [insert club name]. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the [insert State] State [Not-For-Profit Corporation or other statutory reference] Laws, the [insert State] State [Not-For-Profit Corporation or other statutory reference] Act will be controlling.

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be [insert full legal name of the club per the articles of incorporation]. [NOTE: You need AKC approval as to the club's name – see <https://www.akc.org/clubs-delegates/clubs/forming-a-club/> for more information. If the club's AKC approved name differs from the club's legal name please consult an attorney.]

SECTION 2. The objects of the club shall be:

(a) to further the advancement of and do all in its power to protect and advance the interests of:

- Coonhound events

(b) to conduct

- Coonhound events
- and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws. [Federal, State and Local Law should be reviewed with respect to this section].

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 [insert the number of types of membership the club wants to include -see Glossary, pages 11 & 12] 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. [Include the definition of the types offered]

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 \$[insert dollar amount for each membership type] per year, payable on or before the 1st day of [insert month] of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of [insert month] the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

All applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of 2/3 [or other majority] of the members present and voting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club can reapply six months after the date of rejection.

SECTION 4. Termination of Membership. Memberships may be terminated [in accordance with State Law]:

(a) *by resignation.* Upon written notice to the Secretary.

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid [insert a timeframe such as 30/60/90 days] after the first day of the Financial/Fiscal year; however, the Board may grant an additional [insert a timeframe such as 30/60/90 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.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

[See Appendix of Robert's Rules of Order, Newly Revised 12th Edition]

SECTION 1. Club Meetings. Meetings of the club may be held each month [or as frequently as is necessary] by methods [in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed] in [insert AKC designated territory if meetings are held in-person] as may be designated by the Board. Written notice of each such meeting shall be sent [as required by State Law such as via

USPS and/or via email] by the Secretary [as required by State Law] [insert number of days in words as well (as numerically in parenthesis) as required by State Law] days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing [or insert the bare minimum to conduct business as permitted by State Law.]. Non-voting members do not count towards the determination of a quorum.

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 may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by methods [in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed] [insert location if applicable] [if desired or within the greater [insert broader area for location of meetings area] designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent [as required by State Law such as via USPS and/or via email] by the Secretary [insert the number of days in words (as well as numerically in parenthesis) as required by State Law] 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 [or insert the bare minimum to conduct business as permitted by State Law]. Non-voting members do not count towards the determination of a quorum.

SECTION 3. Board Meetings. Meetings of the Board may be held each month [or as frequently as is necessary in [insert AKC designated territory if meetings are held in-person] by methods [in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed] as designated by the Board. Written notice of each such meeting shall be sent [as required by State Law such as via USPS and/or via email by the Secretary] [insert the number of days in words (as well as numerically in parenthesis) as required by State Law] days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board [or insert the bare minimum to conduct business as permitted by State Law]. Non-voting members do not count towards the determination of a quorum.

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 by methods [in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed] or in [insert AKC designated territory if meetings are held in-person] if held in-person designated by the person authorized herein to call such meeting.

Written notice of such meeting shall be sent [as required by State Law such as via USPS and/or via email] by the Secretary [insert written number of days in words (as well as numerically in parenthesis) days as required by State Law] 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 [or insert the bare minimum to conduct business as permitted by State Law]. Non-voting members do not count towards the determination of a quorum.

SECTION 5. Voting [in accordance with State Law]. Each member in good standing whose dues are paid for the Financial/Fiscal 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 [Unless permitted by State Law and the club wants to offer this option].

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and [insert number of] other persons all of whom shall be members in good standing and all of whom shall be elected for [set terms such as one (1)-year or two (2)-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.

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 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, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are 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 previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

(e) The offices of Secretary and Treasurer may be held by the same person; in which case the Board shall be comprised of [insert number] persons.

SECTION 3. Vacancies. Vacancies can be filled in either of the following ways [select one from the methods below:]

[Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.]

OR

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 the members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President until the next annual election.

OR

Any vacancies in the Board arising at any time and from any cause, including the resignation or removal of a director, shall be filled at any meeting of the Board by the

affirmative vote of the majority of the directors then in office, although less than a quorum, or sole remaining director. Each director so elected shall hold office until the next annual election (OR for the unexpired portion of the term of that office). However, a vacancy in the office of President arising at any time and from any cause, including resignation or removal, shall be filled by the Vice President until the next annual election (OR for the unexpired portion of the term of that office.)

(In the event of a vacancy of the AKC Delegate, the club must apply to the office of the AKC Executive Secretary for approval of Delegate credentials.)]

ARTICLE IV

The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1. *Financial/Fiscal Year.* The Financial/Fiscal year shall begin on the first day of [*please select a month such as January*] and end on the last day of [*such as December*].

SECTION 2. *Annual Meeting.* The annual meeting shall be held in the month of [*insert month*], 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. *Nominations.* 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 committeepersons and alternates of their selection. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before [*insert date or timeframe*]. [*Federal, State and Local Law should be reviewed with respect to this section*]

(a) The committee shall nominate at least one candidate for each office, [(for the AKC Delegate, who may but need not be an officer or director of the club, if applicable)] and positions on the Board, and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the [*insert date or reference*] meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

[If State Law permits mail balloting or electronic balloting, a date must be specified for the receipt of additional nominations made and receipt of ballots returned, as opposed to only "postmarked or time-stamped by".]

(e) Ballots must be received by the (tellers, committees, etc.) no later than [*insert date*]. Ballots received after [*insert date*] will not be counted.

SECTION 4. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The [*insert same number inserted in Article III, Section 1*] nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before [*insert date*] the Nominating Committee's slate shall be declared elected and no balloting will be required. Any

uncontested position should be automatically elected. [*Federal, State and Local Law should be reviewed with respect to this section*].

SECTION 5. *Club's Official Year.* 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.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

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

[in accordance with State Law]

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from **any of** the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

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 notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. 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 or a committee appointed by the Board not less than [*insert time*] weeks nor more than [*insert time*] weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. *Board Hearing.* If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee 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 or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall 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 or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board 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 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 sent [such as via USPS and/or via email as required by State Law] to each 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 members in good standing [*and in accordance with State Law*]. 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 unless otherwise prohibited by State Law.

ARTICLE IX Order of Business [in Robert's Rules of Order Newly Revised – 12th Edition]

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.

AKC POLICIES

For the most updated information on AKC policies, as well as frequently asked questions and answers, please visit: http://www.akc.org/clubs/club_relations/index.cfm.

GLOSSARY

Member in good standing — An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership (must be defined in Article I, Section 1- non-voting types of membership do not count toward determination of a quorum):

Regular (Individual) — Enjoys all club privileges including the right to vote and hold office.

Household — Two (2) adult members residing in the same household, each eligible to vote and hold office.

Foreign (usually for parent clubs) — for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and office holding.

Associate or Newsletter — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).

Junior — Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

Honorary — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life — For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Outreach Membership – For those individuals new to the Sport of Dogs, at least 18 years of age, who are interested in further advancing their knowledge of dogs, The American Kennel Club and the Sport of Dogs. This is a non-voting, non-office holding membership which entitles the member to participate in all other club activities.

Uppermost limits for dues — In order to avoid frequent bylaw amendment, an uppermost limit (i.e. — Dues shall not exceed \$____) should be included for each type of membership, in addition to when and by whom the dues are set each year.

Reprimand — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices — All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC policy or in accordance with State Law.

Delegate Duties — For AKC member clubs only, the general duties of the Delegate must be listed.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed along with the date of the vote, the percentage of membership that voted and the breakdown of the vote.