

DURHAM KENNEL CLUB



BYLAWS

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Article I.
Membership

Section 1. Eligibility.

Membership is open to all persons who are in good standing with the American Kennel Club (AKC) and who subscribe to the purposes of this club. The club's primary purpose is to represent breeders and exhibitors in Durham, North Carolina and the surrounding area, but eligibility for membership is not restricted to residents of that area. There are four classes of membership: candidate member, member, junior member and life member.

(a) Candidate Member. This class of membership is open to any person who wishes to become a member of the club. Candidate members are subject to payment of dues and may exercise and enjoy some privileges of membership but may not hold elective office or vote upon matters that come before the membership.

(b) Member. This class of membership is open to any candidate member, 18 years of age and older, who has attended at least two member meetings, assisted with at least two club functions, has two members as sponsors and has shown an active interest in promoting the goals and objectives of the club. In addition, any person who has previously been a member and whose membership was terminated by means other than expulsion may, by paying membership dues and submitting an application for membership, be reinstated as a member. Members are subject to the payment of dues. Members in good standing may exercise and enjoy all the privileges of membership, including holding office and voting upon matters that may come before the membership. A member is in good standing if the member is (i) not in arrears in payment of dues and (ii) not under a disciplinary suspension as provided for in art. VI.

(c) Junior Member. This class of membership is open to any person who is eligible to compete in AKC Junior Showmanship events (currently, greater than eight and less than 18 years of age), who has shown an active interest in the goals and objectives of the club. Junior members are subject to payment of dues.

Junior members may exercise and enjoy some privileges of membership except holding office and voting upon matters that may come before the membership. Upon attaining the age of 18 years, a junior member becomes a candidate member.

(d) Life member. This class of membership may be conferred upon a member in recognition of exemplary contributions to the club. The board of directors (the board) may nominate candidates for this honor. In addition, any member may submit a nomination in writing to the recording secretary for the board's consideration. The board will consider such nominations at its next regular meeting. If the board determines that a nominee is deserving of life membership, it will submit its recommendation to the membership at a regular club meeting. Life members may exercise and enjoy all the privileges of membership. Life members are not subject to payment of dues.

Section 2. Dues.

The board will from time to time set the amount of annual membership dues. The dues may vary for the various classes of membership. The annual dues for the membership class paying the highest rate of dues may not exceed \$100 without the prior approval of the membership. Membership dues are payable on or before 1 June of each year. A member of any class joining the club after 1 January and before 1 June will pay one half of the annual dues applicable to that membership class for the remainder of the membership year. The April newsletter will have a dues reminder. The May and June newsletters will provide a form to accompany the dues remittance.

Section 3. Election to Membership.

Each applicant for candidate membership, junior membership or membership will complete an application form, approved by the board, to the membership chairman. The form will contain a provision that the applicant agrees to abide by the club bylaws and rules of the AKC. Applications for membership, but not candidate or junior membership, will identify two members sponsoring the applicant. Applicants will deliver the completed application form and a remittance in the amount of the dues payable for the current year to the membership chairman. The membership chairman will present the

names of applicants for membership to the board for review as soon as their respective applications are complete. The board will consider each application and, at the next regular club meeting, will recommend to the membership whether the applicant should be considered for membership. The membership chairman will cause to have published the names of applicants to be voted on in the same edition of the club newsletter that contains the announcement of the club meeting at which the voting will take place. The affirmative votes of three quarters of the members present and voting at that meeting are required to admit a new member or candidate member. An applicant for membership whose application has been rejected may reapply after six months from such rejection. Immediately after acceptance or rejection of an applicant, the membership chairman, will notify the applicant of the action taken by the membership.

Section 4. Termination of Membership.

Membership may be terminated as follows:

- (a) By resignation. A member of any class may resign from the club upon written notice to the recording secretary. No member may resign when in debt to the club. Obligations other than dues are a debt to the club and must be paid in full before a resignation will be accepted.
- (b) By lapse. A membership of any class will be considered as lapsed and automatically terminated if the dues of the member in question remain unpaid 30 days after the first day (1 June) of the fiscal year (i.e. 1 July). However, the board may grant an additional 90 days of grace to a delinquent member in meritorious cases
- (c) By expulsion. A membership of any class may be terminated by expulsion as provided for in art. VI.

Article II.

Meetings and Voting

Section 1. Club Meetings.

Meetings of the club will be held at the clubhouse or other appropriate venue within the greater Durham area on the third Monday of each month, with the exception of June and

July, at such hour and place as the board may designate. The board may, for good cause, set a different date for a club meeting.

Section 2. Special Club Meetings.

The board, the president, or five other members may call a special club meeting. The recording secretary will give notice of a special club meeting as provided for in § 3 of this article. A special club meeting will be held in the Durham area at such place, date, and hour as the person calling the meeting may designate. There may be no less than ten days between the date that the recording secretary gives notice of a special club meeting and the date of that meeting.

Section 3. Notice and Quorum.

The recording secretary will cause to have published, in the edition of the club newsletter published the month before the scheduled date, the date, hour, and place of a club meeting. In the case of a special club meeting or of a regular club meeting at which business requiring special notice is to be transacted, the recording secretary will give written notice of the date, hour, place and purpose(s) of the meeting at least ten days and not more than 15 days before the scheduled date of the meeting. The agenda at a special club meeting may contain only those matters specified in the notice of the meeting. The presence of twenty percent of the members constitutes a quorum.

Section 4. Board Meetings.

The board will hold regular meetings during the months of June, August, September, November, February, and April in the greater Durham area at such times and places as the board may designate. The president may change the date, time or place of a regular board meeting before transmission of the notice of the meeting. The board may resolve at any regular meeting to cancel the next regular meeting. The recording secretary will give written notice of board meetings to the members of board at least five days before the date of the meeting. The presence of a majority of board members then in office constitutes a quorum.

Section 5. Special Board Meetings.

The president, or any other three members of the board, may call a special meeting of the board. A special meeting will be held in the greater Durham area at such place, date, and hour as the person calling the meeting may designate. The recording secretary will give written notice of such meeting at least three days and not more than 10 days before the date of the meeting. The notice of a special board meeting will state the purpose of the meeting and that no other business will be on the agenda. The presence of a majority of board members then in office constitutes a quorum.

Section 6. Voting.

(a) Each member who is present and is in good standing, as prescribed in art. 1 § 1(b), has one vote upon each matter, including election of club officers and directors, submitted to a vote at any club meeting. Absentee and proxy voting is not permitted.

(b) Voting to elect candidate members as members, to elect board members and the AKC delegate, to remove from office a board member, to expel a member, to amend the articles of incorporation or bylaws and to decide any other matter that the board considers warrants such a procedure will be by secret, written ballot. Voting on other matters brought before the membership will be by voice vote or show of hands.

(c) For votes to approve candidate members as members, the membership committee and, for elections and votes to amend the articles of incorporation or bylaws, the elections committee will and, for votes to elect members of the board, AKC delegate and to amend the articles of incorporation or bylaws, the elections committee will: (i) prepare ballots; (ii) verify those eligible to vote; (iii) rule on any questions on voting procedures; (iv) count ballots; and (v) report the results to the president and recording secretary.

Article III.
Directors, Officers and
Other Positions of Responsibility

Section 1. Board of Directors.

The board comprises the club officers and four other members, each of whom is in good standing, as prescribed in art. 1 § 1(b). Members of the board serve in office for a term of two years as provided for art. IV. The membership entrusts the general management of the affairs of the club to the board.

Section 2. Officers.

The club officers are the president, vice president, recording secretary, corresponding secretary and treasurer. The officers serve in their respective capacities with respect to the general business of the club, club meetings and board meetings.

(a) The president will preside at meetings of the club and of the board, and exercise the powers and duties usual to that office of as well as those contained in these bylaws.

(b) The vice president will exercise the powers and duties of the president in the event of the president's death, absence, or incapacity.

(c) The recording secretary will: (i) keep a record of all meetings of the club, the board and all matters as the Board may order; (ii) maintains the historical records of the club and (iii) carry out such other duties as are prescribed in these bylaws or as the board may direct.

(d) The corresponding secretary will (i) be in charge of incoming and outgoing club correspondence; (ii) notify members of meetings; (iii) act as membership chairman if that position is vacant; (iv) notify officers and directors of their election to office; and (v) carry out such other duties as are prescribed in these bylaws or as the board may direct. The corresponding secretary will serve as the registered agent of the Durham Kennel Club, Incorporated and will insure compliance with legal and other requirements associated with the club's status as a North Carolina nonprofit corporation.

(e) The treasurer will: (i) collect and receive all funds due or belonging to the club; (ii) in a timely manner deposit such funds in a bank designated by the board; (iii) in the name of the club, disburse club funds in payment of proper obligations of the club; (iv) reconcile all club financial accounts; (v) follow-up on all outstanding receivables and disbursements in a timely manner; (vi) report at every board and club meeting on the cash position and outstanding debt of the club; (vii) assist the finance committee in the preparation of quarterly financial statements including a balance sheet, income statement and a schedule of capital acquisitions and disposals; (viii) assist the finance committee in preparing a budget for presentation to the board for approval at the August board meeting and the membership at the September club meeting; and (ix) prepare and file the club's income tax returns and all other related filings. The treasurer's books and accounts will be at all times open to inspection by the board. The board may require that the treasurer be bonded in such amount as the board may determine.

Section 3. Limitation on Incumbency.

No person may serve in any officer position for more than two consecutive terms.

Section 4. Assistants to the Secretaries and the Treasurer.

The board may appoint a member to serve as an assistant recording or corresponding secretary or assistant treasurer. Such an assistant is not a member of the board and does not have board voting privileges. Such an appointee serves at the pleasure of the board.

Section 5. AKC Delegate.

Members will elect a member as delegate to represent the club in proceedings of the AKC. The election and term of the AKC delegate will be the same as for officers and other members of the board as prescribed in art. IV. The AKC delegate is not an officer or a member of the board. A member may serve as an officer or board member and as AKC delegate at the same time.

Section 6. Staggered Terms of Members of the Board of Directors.

The members of the board of directors serve staggered two year terms. The president, vice president, treasurer and two of the non-officer members of the board will be elected

in one year. The recording secretary, corresponding secretary, the AKC delegate and the remaining two of the non-officer members of the board will be elected in the succeeding year. In the first election occurring after the adoption of an amendment to the bylaws establishing staggered terms, the president, vice president, treasurer, and two of the non-officer members of the board will be elected to two year terms and the recording secretary, corresponding secretary, the AKC delegate and the remaining two of the non-officer members of the board will be elected to a special, transitional one year term.

Section 7. Removal from Office.

Any group of members comprising at least ten percent of the voting membership may request the removal from office of a board member by filing a written petition with the recording secretary. The petition will identify the board member or members who are the subject of the petition and the grounds alleged to justify such removal. The recording secretary will notify the membership that a petition for removal has been filed at least ten days before the meeting at which the petition will be considered. The petitioning members and the subject board member(s) will be heard in person and may present evidence, including the testimony of witnesses. The petitioning members will present their alleged grounds for removal first. The subject board member(s) will then present any case in defense. At the completion of the presentation of the petitioners' case and board member(s) defense the membership will consider the removal of each subject board member separately, taking into account such evidence as may have been introduced, and vote to retain in or remove that member in office. The vote of a majority of the members present and voting is required to remove a board member from office.

Section 8. Vacancies.

The board will fill any vacancy that may occur on the board by a majority vote of the members of the board. The board will take this action at the first regular board meeting following the occurrence of such vacancy or at a special meeting of the board called for that purpose. The vice president will fill a vacancy occurring in the office of president and the board will fill the resulting vacancy in the office of vice president in the manner prescribed above for other vacancies on the board. A member who becomes a member of

the board by filling a vacancy on the board will serve the entire remaining term of the member replaced, even if there is an election before the end of that term.

Article IV.

Elections

Section 1. Annual Meeting.

The annual meeting is the club meeting held in of May of each year at which certain of the officers, other board members and the AKC delegate are elected from among those nominated in accordance with § 4 of this article. Those elected will take office immediately upon the conclusion of the election. Each departing officer will turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Nomination of Candidates.

(a) During the year preceding the annual meeting, the elections committee will nominate as many candidates as it deems advisable for the officers, the four other positions on the board and the AKC delegate.

(b) The elections committee will present its slate of nominees, together with the written consent of those nominees, to the recording secretary before 15 January of the year in which an election is held. The corresponding secretary will cause to have the committee's slate published in the February edition of the club newsletter.

(c) At the April club meeting, the recording secretary will read the elections committee's slate of nominees and then any nominations received from other members. The president will then open the meeting to nominations from the floor, at which time any member in attendance may nominate additional candidates for any elected position. A candidate nominated from the floor must signify his willingness to be a candidate, either in person at the meeting or by a written statement presented to the recording secretary at the meeting.

(d) The provisions of this section are the sole means for nominating candidates for officers, other members of the board and the AKC delegate. Except for the

position of AKC delegate, no person may be a candidate for more than one position. A nominee on the elections committee's slate is eligible only for election to the position to which the committee has nominated that nominee.

Section 3. Elections.

Election voting will be conducted in accordance with art. II § 6. The candidate receiving the greatest number of votes for each officer position is elected. Of the candidates for the remaining positions on the board, the two who receive the greatest number of votes for such positions are elected.

**Article V.
Committees**

Section 1. General.

The board may appoint standing committees to assist it in the efficient management and administration of the club. The board has final authority over such committees and their work. The board may appoint ad hoc committees to assist it on particular short-term projects. The board may terminate any committee appointment upon written notice to the appointee.

Section 2. Membership Committee.

The board will appoint a membership committee chairman, who in turn will assemble a committee of sufficient number to accomplish the work of the committee. The chairman will (a) prepare membership application forms for approval by the board; (b) distribute application forms to prospective members; (c) perform the functions in voting on new members prescribed by art. II § 6 for the membership committee; (d) turn over dues remittances received to the treasurer; (e) keep an accurate and current record of the names, addresses, telephone numbers, email addresses of all club members, regardless of membership class, and such other information on those members as the board may direct; and (vi) provide current membership records to the corresponding secretary and other members of the board as the board may direct.

Section 3. Elections Committee.

In June of each year, the board will appoint an elections committee chairman. The

committee chairman will then assemble a committee of no fewer than five members, no more than one of whom may be a member of the board. The committee performs the functions specified in art. II § 6 and art. IV § 2.

Section 4. Finance Committee.

The board will appoint a finance committee. This committee will (1) develop financial policies and procedures for approval of the board; (ii) maintain a manual containing approved financial policies and procedures; (iii) annually in May and upon a change of treasurer, perform and audit of the club's financial records; (iv) with the treasurer's assistance, prepare quarterly financial statements including a balance sheet, income statement and a schedule of capital acquisitions and disposals; (v) with the assistance of the treasurer, prepare a budget for presentation to the board for approval at the August board meeting and the membership at the September club meeting. In the conduct of the audit, the committee will verify that cash receipts and disbursements are properly documented and recorded, that financial policies and procedures are complied with and that financial accounts are properly reconciled. The board may engage an independent financial professional to assist the finance committee in the audit. If a change in treasurer is incident to an election, the annual audit may also serve as the audit incident to change in treasurer.

Article VI.

Discipline

Section 1. AKC Suspension.

The suspension of a member of any class from any privileges of the AKC will result in suspension of that member's privileges in the club for a like period.

Section 2. Complaint.

Any member may lodge a formal complaint against another member of any class for alleged misconduct prejudicial to the best interests of the club. The complaining member will file the written complaint, in duplicate, including specifics of the misconduct alleged with the recording secretary. A deposit of \$25.00 must accompany the complaint, The deposit will be forfeited if the board, following a hearing, decides that the complaint is

without merit. The corresponding secretary will send a copy of the charges to each board member or present them at a meeting of the board. Upon receipt of the complaint, the board will first consider whether the conduct alleged in the complaint, if true, constitutes conduct prejudicial to the best interests of the club. If the board determines that the complaint does not allege conduct that is prejudicial to the best interests of the club, it will take no further action and the matter is closed. If the board determines that the alleged conduct, if true, is prejudicial, it will set a date for a hearing not less than three nor more than six weeks after such determination. The corresponding secretary will send a copy of the complaint to the member against whom the complaint is lodged by certified mail, return receipt requested, together with a notice of the hearing. The notice will advise the member of his right to appear and to present witnesses in his defense.

Section 3. Board Hearing.

The board may decide whether the parties may be represented by counsel. At the hearing, the complaining member first, and then the member against whom the complaint is lodged may present evidence, including witness testimony, regarding the conduct in question. Should the board find that the allegations of misconduct are true, the board may, by a majority vote of those board members present, depending on the nature and severity of the misconduct, issue a reprimand to the subject member or suspend the subject member from all privileges of the club for not more than six months from the date of the hearing. If the board considers such a reprimand or suspension to be an insufficient sanction, it may also recommend to the membership that the subject member be expelled from the club. In such case, the suspension does not restrict the suspended member's right to appear at the club meeting in which board's recommendation is considered. Immediately after the board has reached a decision, the recording secretary will put the board's findings in written form. The corresponding secretary will notify the complaining member and the member against whom the complaint was lodged of the action that the board has taken on the matter.

Section 4. Expulsion.

Expulsion of a member from the club may be accomplished only by the members at a club meeting following a board hearing and upon the board's recommendation as

provided for in § 3 of this article. Such proceedings may occur at a regular or special club meeting held within 60 days but not earlier than 30 days after the date of the board's recommendation to expel. The subject member may appear on his own behalf, though the presentation of evidence is not permitted at this meeting. The president will read the charges and the board's findings and recommendation and invite the subject member, if present, to speak on his own behalf. The members will then vote on the proposed expulsion. The vote to expel of three quarters of the members present and voting at the meeting is necessary for expulsion. If the members vote not to expel, the suspension will stand.

Article VII.

Amendments

Section 1. Proposal of Amendments.

Any group of members comprising at least 20 percent of the voting membership may propose amendments to these bylaws by a written petition addressed to the recording secretary. The board will consider amendments proposed by such a petition. The board, on its own initiative, may also propose amendments to these bylaws. The recording secretary will cause to have published in the club newsletter such proposed amendments, together with the board's recommendation for or against adoption, no later than three months from the date when the recording secretary received the petition.

Section 2. Enactment of Amendments.

The bylaws may be amended by the affirmative vote of three quarters of the members present and voting at a regular or a special club meeting called for the purpose of amendment. Before such a vote, members must have at least two weeks to review the proposed amendments and the recommendation of the board before the date of the meeting at which the amendments will be voted upon. In the case of a vote at a regular club meeting, the recording secretary will provide this notice by causing to have published the proposed amendments and recommendation in the club newsletter. If the amendments are to be voted on at a special meeting, the recording secretary will include the proposal and recommendations included in the notice of the meeting sent to members at least two weeks before the date of the meeting.

Section 3. AKC Approval of Amendments.

No amendment to the articles of incorporation or these bylaws is effective until it has been approved by the Board of Directors of the AKC.

Article VIII.

Miscellaneous

Section 1. Club Year.

The club's fiscal and membership year begins on 1 June and ends on 31 May of the following year.

Section 2. Approval of Financial Transactions.

The membership, by a majority vote, approves the annual budget at the September club meeting. The board, by a majority vote, may at other times, in exigent circumstances, incur other obligations and make other expenditures on a case basis.

Section 3. Nonmember Subscriptions to the Club Newsletter.

Nonmembers may subscribe to the club newsletter. Such a subscription to the electronic mail (email) version of the newsletter will be at no cost. A subscription to the paper version will be at a rate determined by the board based on the cost of production and mailing of the publication.

Section 4. Alternative Means of Effecting Notice.

Certain sections of these bylaws prescribe specific means of effecting notice (e.g. art. VI § 2). In all other cases, notices prescribed in these bylaws, including notices of regular and special club and board meetings, dues notices, meeting minutes and the like, may be effected via email messages. Email notification will be only be used to communicate with a member if the member receiving it has signed a written authorization, on a form approved by the board, agreeing to it as an effective means of communication between the club and the member. This agreement also will provide that: (a) the authorization is revocable; (b) it may only apply to certain types of notices; (c) the member will provide the club with a current email address; (d) inform the club of any changes to that address; and (e) the member releases the club from any liability should the member receive a

notice late or fail to receive a notice due to circumstances beyond the control of the club. The membership chairman will maintain and keep current files of such agreements.

Section 5. Meetings of the Board via Telephonic or Audiovideo Conferencing.

The board may hold meetings by means of telephonic or audiovideo conferences. The rules and procedures for meetings held in person apply to meeting held by electronic means.

Article IX.

Dissolution

The club may be dissolved at any time by written consent of not less than three quarters of the members who are in good standing, as prescribed in art. 1 § 1(b). In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary, involuntary or by operation of law, none of the property of the club nor any proceeds from the sale of such property nor any other assets of the club will 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.

Article X.

Order of Business

Section 1. Club Meetings.

At club meetings, the order of business, so far as the character and nature of the meeting may permit, will be as follows:

- Roll call or signing of the attendance roll to establish the existence of a quorum
- Approval of the minutes of the last meeting as published in the club newsletter
- Report of the president
- Report of the recording secretary
- Report of the corresponding secretary
- Report of the treasurer
- Report of the AKC delegate

- Reports of committees
- Election of board members and AKC delegate (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Brags
- Adjournment

Section. 2 Board Meetings.

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 the president
- Report of the recording secretary
- Report of the corresponding secretary
- Report of the treasurer
- Report of AKC delegate
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article IX.

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Revised* will govern proceedings of the club in all cases where the rules are applicable and in which they are

not inconsistent with these bylaws and any other special rules of order the club may adopt.