

UMPQUA KENNEL CLUB, INC.

P.O. Box 189
Roseburg, Oregon 97470

Constitution and By-Laws

Article I—Name and Objectives

Section 1. The name of the Club shall be **Umpqua Kennel Club, Inc.** The Umpqua Kennel Club is a tax-exempt organization for educational purposes, under Section 501c (3) of the IRS Code.

Section 2. The objectives of the Club shall be:

- (a) To further education about and the advancement of all breeds of pure-bred dogs.
- (b) To encourage enhancement of the human-animal bond with all dogs via education about and participation in the competitive sports offered by the American Kennel Club
- (c) To conduct dog shows and events under the rules and regulations of the American Kennel Club.

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

Article II—Membership

Section 1. Eligibility-- 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 geographical area. There shall be three types of membership open to all persons:

- (a) **Active Membership** – A person who is 18 years of age or over, pays annual dues, is in good standing with the American Kennel Club; subscribes to the purpose of this Club; attends a minimum of five (5) meetings per year; and works at least one Club function per year. Active Members have the right to vote about club matters, may hold club office and have other club privileges as determined from time to time by the board of directors.
- (b) **Associate Membership** – A person who is 18 years of age or over, pays annual dues, is in good standing with the American Kennel Club and subscribes to the purpose of this Club. Associate Members are encouraged to attend meetings and assist at club events. Associate Members will not have voting rights, nor may they hold club offices and may be excluded from other privileges as determined from time to time by the board of directors.

- (c) **Junior Membership** – Junior Membership is for children ages 17 years of age and under who pay annual dues as part of a Family Membership. Junior Members below age 16 must be supervised by a responsible parent or guardian at all club events. Junior Members will not have voting rights, nor may they hold club offices, however they may convert automatically to Active Member status at age 18.

Section 2. Membership Dues—The amount of Membership dues shall be determined for each membership type per the written Membership Dues Policy as approved by the membership from time to time.

- (a) All dues are payable on or before the first regular membership meeting in January of each year.
- (b) Membership dues will not be accepted from any member who is in debt in any way to the Club and who has not made prior arrangements with the Club for payment of such debts.
- (c) If a person joins within the last quarter of the year, the dues will also apply toward the next full year.

Section 3. Election to membership:

- (a) **To become a member a person must complete the following process in any order:**
 - 1) Attend two meetings of the Umpqua Kennel Club
 - 2) Read the By-laws of the Umpqua Kennel Club
 - 3) Submit a completed application to the Umpqua Kennel Club
 - 4) Pay annual dues
- (b) **Application** - Each applicant for membership shall apply on a form approved by the Board of Directors. The form provides that the applicant agrees to abide by the Constitution and By-Laws of the Club and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant, list any affiliations the applicant has with any groups or organizations involved with dogs or animals, and shall carry the acknowledgement of two Club members who are in good standing with the Club. Accompanying the application, the prospective member shall submit dues payment for the current year.
- (c) **Reading of and Voting on the Application** - The application will be read at the first regular meeting following its receipt. Once the applicant has attended 2 regular meetings, the application will be read again and voted upon, requiring a ¾ affirmative vote of the eligible members present.

The applicant may not be present during the vote. Results of the vote shall be provided to the applicant within 10 days of this meeting. An applicant joining the club for the first time will become an **Associate Member**, until the applicant has attended 5 regular meetings, after which the **Associate Member** automatically becomes an **Active Member**.

(d) **Re-application of Declined Applicants** for membership who have been rejected by the Club may reapply after six months.

(e) **Reinstatement of Members** A former member of the Umpqua Kennel Club who was in good standing with the club when his/her membership lapsed, may submit a written request to the secretary for reinstatement along with dues for the current year. He/she may then be reinstated with a $\frac{3}{4}$ vote of members present at the next regular meeting.

Section 4. Termination of Membership—Membership may be terminated by:

(a) **Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary, dues are not refundable.

(b) **Lapsing of dues.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the due date. Members who have been dropped from the Club for a lapse in dues may be reinstated by applying as a new member as stated in Article II, Section 3 (e).

Article III—Meetings and Voting

Section 1. Club Meetings: Meetings of the Club shall be held in the Roseburg, Oregon area at such hour and place as may be designated by the Board or changed by vote of the members at a previous meeting. Notice of a meeting change shall be provided by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings consists of twenty percent (20%) of the membership to include three (3) officers and/or board members.

Section 2. Special Club Meetings: Special Club meetings may be called by the Board, or by the Secretary upon receipt of a petition signed by (3) three eligible members of the Club who are in good standing. Such special meetings shall be held in the Roseburg, Oregon area and at such an hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least five (5) 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 meeting shall be the same as that for a regular meeting.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held in the Roseburg, Oregon area at such hour, date and place as may be designated by the Board of Directors at a previous member or board meeting. The purpose of board meetings is to conduct the legal business of the club. The quorum for such meetings shall be a majority (5) of the Board of Directors.

Section 4. Special Board Meetings: Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board or by notice at a regular member meeting. Such special meetings shall be held in the Roseburg, Oregon area and at such hour and place as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be provided at least five (5) days 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 quorum for such meetings shall be five (5).

Section 5. Emergency Board Meetings: An emergency Board meeting may be called by a Board member if such a meeting is necessary, and it cannot wait for a regular Board meeting or Club meeting. All Board members, if possible, must be contacted at least 24 hours in advance of the emergency Board meeting. The quorum for such meetings shall be a majority (5) of the Board of Directors.

Section 6. Voting: At regular member meetings, each active member (see Article II, Section 1) in good standing whose dues are paid for the current year shall be entitled to one vote on any topic. Proxy voting will not be permitted at any meeting or election. Only eligible members present may vote.

Section 7 Notice: For purposes of notice, acceptable methods include but are not limited to: mail, email, voicemail, phone call or such other means as may become appropriate.

Article IV—Directors and Officers

Section 1. Board of Directors: The Board of Directors shall be comprised of a total of nine (9) positions: President, Vice-President, Secretary, and Treasurer, all of whom shall be elected for a one-year term; and five other positions; two for a three (3) year term; two for a two (2) year term; and one for a one

(1) year term; all of whom shall be elected at the Club's annual meeting as provided in Article V. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers: The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a) **The President:** shall preside at all meetings of the Club and of the Board, shall guide the Club in its activities and pursuits and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws. The President may sit as an ex-officio member on any committee.

- b) **The Vice-President:** shall have the powers and exercise the duties of the President, when the President is unavailable for any reason. The Vice-President shall assist the President upon request with Presidential duties and also be a 'learning' position with the intent of being in-training for the President's office. If the office of the President should become vacant for any reason, the Vice-President shall assume the duties of President until the next regular Board meeting at which time the Board will either confirm the Vice-President as President or appoint a new President for the remaining term.

- 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 required by the Club.
 - (i) The Secretary shall have charge of the records, mail, correspondence, notification of meetings and election results.

 - (ii) The Secretary shall keep a roll of the Club's members, board members, officers and their respective terms, and report to the AKC when required;

 - (iii) The Secretary shall maintain files of all required documents and carry out such other duties as are prescribed in these Constitution and By-Laws.

 - (iv) Regular meeting minutes will be provided to each member at least ten (10) working days prior to the next scheduled meeting.

- d) **The Treasurer:** shall manage the funds, books, assets and finances of the Club:
- (i) **The Treasurer shall** collect and receive all monies due or belonging to the Club and maintain documentation thereof. The Treasurer shall deposit club funds in a bank or banks satisfactory to the Board, in the name of the Club.
 - (ii) The books shall at all times be open to inspection by the Board. The Treasurer shall render a written account of monies received and expended at each regular board meeting and report the condition of the Club's finances.
 - (iii) In the payment of the Club's bills, one (1) out of the three (3) authorized signatures of the President, Treasurer, or Secretary must be affixed to each check issued. These officers may be bonded by vote of the membership; bond cost to be defrayed by the Club.
 - (iv) The Treasurer shall maintain a list of club property, including trailers, keys, and any other important or valuable assets owned by the club.
 - (v) The Treasurer shall institute such policies and procedures, with approval of the board, to provide checks and balances to safeguard funds against fraud and mismanagement during the year and for an annual internal audit of the books.
 - (vi) If the Treasurer does not complete its term for any reason, an audit of the books and records will be performed before the newly assigned Treasurer takes over responsibility for the books.

Section 3. Vacancies: Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all remaining members of the Board at its first regular meeting following the creation of such vacancy.

Article V—The Club Year, Annual Meetings, Elections

Section 1. Club Year: The club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 2. Annual Meeting: The annual meeting shall be held in the month of December at which Directors and Officers 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 its successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3. Election: The nominated candidate for each position of the Board who receives the greatest number of votes for that position shall be declared elected.

Section 4. Nominations: All persons who wish to be a candidate in a Club election must be first nominated following the procedure set forth in this section.

- a) During the month of October, the Board shall select a Nominating Committee consisting of three (3) members, not more than one of whom is a member of the Board. The Secretary shall immediately notify the Nominating Committee persons of their selection. The Board shall name a chairperson for the committee, and it shall be the Chairperson's duty to call a committee meeting which shall be held on or before October 30th.
- b) The committee shall nominate one candidate for each office and one candidate for each vacant Board position. After securing the consent of each person so nominated, the committee shall report their nominations to the Secretary in writing.
- c) Additional nominations may be made at the November meeting by any eligible member in attendance provided that person so nominated does not decline when their name is proposed. No person may be a candidate for more than one office, and the additional nominations which are provided herein may be made only from among those members who were not nominated by the nominating committee.
- 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 - Show Committees - At the second Club meeting following the annual show, the Club shall appoint the following show committees and chairpersons for the next year.

- 1) **Show Chairperson**
- 2) **Judges Selection Chairperson**
- 3) **Obedience and Rally Chairperson(s)**
- 4) **Match Chairperson**
- 5) **Membership Chairperson**
- 6) **Audit Committee** and
- 7) **Others** as may be needed by the Club or AKC.

- (a) **Show Chairperson & Committee Responsibilities** - The show chairperson and committee shall be in charge of and responsible for all phases of the Club's dog shows and sanctioned matches under the direction of the Board of Directors. Said chairpersons shall serve in their capacities for one year following appointment. The Show Chairperson shall have the powers to contract for services, judges and other needs to plan for and hold the events.
- (b) **Show Budgets and Spending** - Except for petty cash purchases of under \$100.00 by a committee chairperson, no other commitments shall be made by any member of the Club unless such commitment was authorized by the Board of Directors. The Show Chairperson and the Match Chairperson shall present to the Board at a regular board meeting a general budget for the planned licensed shows and sanctioned matches. The approval of this budget shall constitute approval to proceed with the plan. The Show Chairperson shall report any significant changes to the plan at regular meetings as show planning progresses during the year.

Section 2 - Audit Committee. The audit committee shall be selected in December and shall consist of three (3) eligible members of which one shall be a Board member and none of which shall have check-signing authority or control of the books for that year. The Audit Committee shall examine the records of the Club during January and report its findings to the club at the February meeting. Services of a public accountant may be used if needed.

Section 3 - Membership Chairperson. A Membership Chairperson, if requested by the Secretary, shall be responsible to welcome, track, provide guidance to Guests or prospective members and process their applications. The Membership Chairperson shall also keep Guests informed of opportunities to attend club functions, assist them with completion of their applications, read & call for the vote on the applications, collect and forward dues to the Treasurer, etc. The membership Chair shall be responsible for acquiring club Name Tags. In that the Secretary is responsible for Club records, The Membership Chair, if appointed, shall report to the Secretary in the fulfillment of these responsibilities.

Section 4 - Other Committees may be appointed as deemed desirable.

Section 4 - Termination and Replacement of Committee Appointment. Any committee appointment may be terminated by a majority vote of the full membership or the Board upon written notice to the appointee; the Board may appoint successors to those persons whose services have been terminated.

Section 5. Showing Limitations. All members of the Umpqua Kennel Club shall be permitted to show at the Club's show and match with the following exceptions:

Show Chairperson,

Assistant Show Chairperson,

Judges' Selection Committee,

Obedience/Rally Chairperson(s) and

those persons designated by the Club as "Show Committee."

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 the Club for a like period.

Section 2. Charges: Any eligible member may offer charges against a member for alleged misconduct prejudicial to the best interest of the Club or dogs.

Written charges with specifications must be filed with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained.

The Secretary shall, within ten (10) days 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 which would be prejudicial to the best interest 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 not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall within ten (10) days 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 desired.

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 recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of Board's decision and penalty, if any.

Section 4. Expulsion:

(a) **Club Member**—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 sixty (60) days but not earlier than thirty (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/her own behalf if he/she wishes.

The meeting shall then vote by secret written ballot on the proposed expulsion. If expulsion is not approved, the Board's suspension shall stand. See Section 3.

(b) **Board Member**—A Board Member may be removed from the Board for just cause by a 2/3 majority vote at a general meeting.

Article VIII—Amendments

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the eligible membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to members with recommendations of the Board.

Section 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and provided to each member at least two weeks prior to the date of the meeting.

Article IX Dissolution

The Club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by the operation of the law, none of the property of the Club, not any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a non-profit, 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, may be as follows:

1. Roll call
2. Minutes of last meeting
3. Report of the Board
4. Report of the President
5. Report of the Secretary
6. Report of the Treasurer
7. Report of committees
8. Unfinished business
9. Election of officers/Board (annual meeting only)
10. New Business
11. Member Applications Pending Status, Reading Applications and Voting in New Members
12. Adjournment
13. Member Brags

Section 2. At meetings of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, can be as follows:

1. Reading minutes of last meeting
2. New and Unfinished Business
3. Adjournment

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