

CHATTANOOGA KENNEL CLUB, INC. CONSTITUTION AND BY-LAWS

Article I - Name and Objectives

Section 1.

The name of the club shall be Chattanooga Kennel Club, Inc.

Section 2.

The objectives of the club shall be:

- a) To further the advancement of all breeds of purebred dogs
- b) To do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows, obedience trials and tracking tests.
- c) To conduct sanctioned matches, dog shows, obedience trials, tracking tests herding tests and trials, lure coursing tests and trials and agility trials 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.

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 objectives.

BY-LAWS

Article I: Membership

Section 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

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.

Single Membership: Open to all persons eighteen years of age and older. Enjoys all the privileges of the Club including the right to vote and hold office.

Household Membership: Open to persons eighteen years of age and older living in the same residence. Each individual household member shall have the right to vote and hold office.

Lifetime Membership: Open to those who have held membership for twenty-five years. A lifetime member may vote and hold office, but they will not pay dues. A lifetime member shall be proposed by the board and subsequently elected by a majority of the membership.

Junior Member: Open to persons 10-17 years of age. Junior members cannot vote or hold office. They may convert to regular or household memberships upon reaching their 18th birthday.

- (a) Honorary Member. Conferred by the membership to a deserving person. An Honorary member may not vote or hold office and does not pay dues. This type of membership is not counted for the purposes of a quorum.

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Section 2. Dues: Membership dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall notify the Bulletin Secretary to announce dues are due January 1st for the ensuing year. The announcement shall be published on the first page of the bulletin. Membership dues shall not exceed \$50.00 per year. Dues amounts are to be determined by a 2/3 vote of the membership.

Section 3. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing, one of whom shall serve as an advocate for the prospective member at the time of the second reading. The applicant advocate shall inform the voting membership of the acceptability of the prospective member and respond, as applicable, to membership queries during the discussion phase of the membership vote. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Membership Chairperson or in absence of the Membership Chair with the Corresponding Secretary and each application is to be read at the first meeting of the club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Discussion and voting shall be conducted in closed session by voting membership present. Applicants shall be notified in writing of the club's decision prior to the next regularly scheduled meeting.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

Section 4. Termination of Membership. Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the club and they become incurred on the first day of the fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II: Meetings and Voting

Section 1. Club Meetings. Meetings of the club shall be held each month in within the greater Chattanooga area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be included in the Bulletin at least 10 days prior to the date of the meeting. The announcement shall be published on the first page of the bulletin. The quorum for such meetings shall be 20 percent of the members in good standing.

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Section 2. Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings

shall be held within the greater Chattanooga area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Bulletin Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held each month within the greater Chattanooga area at such hour and place as may be designated by the Board. Notice of each such meeting shall be placed on the first page of the bulletin at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Chattanooga area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be mailed and/or emailed by the Corresponding Secretary at least 5 days and not more than 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. The quorum for such a meeting shall be a majority of the board.

Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election

Article III: Directors and Officers

Section 1. Board of Directors. The Board shall be comprised 12 members all of whom shall be members in good standing and shall meet the qualification criteria set forth in Article IV, Section 5. The Board shall consist of the officers listed in Article III, Section 2, all elected at the Annual Meeting for a one year term and 6 Directors At Large elected for two year terms, three of which shall be elected at each annual meeting so that three Directors always hold over from one year to another. 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. No elected Officer may succeed himself for more than three terms. No Director At Large may succeed himself for more than one term. 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, Corresponding Secretary, Recording Secretary, Bulletin Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. The President shall not have a vote on any proposal before the Board except if needed to break a tie. This is in accordance with Robert's Rules of Order.
- (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.

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(c) The Recording Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the Club.

(d) The Corresponding Secretary shall have charge of all AKC correspondence and other general correspondence and keep a roll of the members of the Club with their addresses and carry out other duties as prescribed in these bylaws.

(e) The Bulletin Secretary shall be responsible for the editing and circulation of the Club's monthly bulletin and notify members of regular Club meetings.

(f) The Treasurer shall collect and receive all moneys due or belonging to the Club. Monies 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 monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the board of directors shall determine. The Treasurer shall keep an up-to-date membership list throughout the year.

(g) The AKC Delegate shall represent the membership at AKC delegate voting and shall advise the Club of AKC rulings. He shall be elected to a two- year term by the membership. He is not a member of the Board and therefore, is not subject to term limits.

(h) The past President is a non-voting member of the Board and will serve in an advisory capacity to the new President for one year. The past President may attend the Board meetings in a non-voting capacity.

Section 3. Attendance: Any board member missing three (3) consecutive board meetings or three (3) consecutive monthly Membership Meetings without cause shall be considered to have vacated their position. The Board of Directors will fill the vacancy as provided in Section 1.

Section 4. Vacancies. Any vacancies occurring on the Board or among the offices 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 President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Article IV: The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of November, at which Officers, Delegate to The American Kennel Club and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office

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within 30 days after the election.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of who may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before September 1.

(a) The Committee shall nominate one candidate for each office (and for Delegate, who may but need not be an officer or director of the club) and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, before September 15, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of Delegate).

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

Section 5. Qualifications. No member may be elected to the Board until he or she has been a member in good standing for one (1) year and has attended a minimum of five (5) meetings or four (4) meetings and the Annual Awards Banquet and the July picnic during the preceding Club year.

Article V: Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VI: Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from the

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privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best 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 not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then 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 of directors or by written petition addressed to the Corresponding Secretary signed by 20 percent 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

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

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Section 3. No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

Article 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 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 of Directors.

Article IX: Order of Business

Section 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

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.

Amended by the membership, October 12, 2004
Approved by the American Kennel Club, January 4, 2005
Amended by the membership, August 8, 2006
Approved by the American Kennel Club, September, 2006
Amended by the membership, February 9, 2010
Approved by the American Kennel Club, May 4, 2010
Amended by the membership, November 8, 2011
Approved by the American Kennel Club, January 10, 2012