

OAK RIDGE KENNEL CLUB, INC.
Constitution and Bylaws

This organization shall be known as The Oak Ridge Kennel Club, Incorporated. The objectives of the club shall be to promote the training and breeding of purebred dogs; to disseminate the knowledge of obedience, conformation, agility and other dog training; to conduct classes for the training of dogs and their handlers; to encourage and cooperate with individuals and other groups with similar purposes; to hold and support dog shows, obedience trials, tracking tests, agility trials, exhibitions, matches and other events under the rules of The American Kennel Club; and to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

BYLAWS

ARTICLE I: MEMBERSHIP

Section 1. Eligibility

There shall be one type 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.

While membership is unrestricted as to residence, the Club's primary purpose is to represent the breeders and exhibitors in the Oak Ridge area.

Section 2. Dues

Membership dues shall be no more than \$20 per year, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. The amount of dues shall be determined by the Board of Directors.

During the month of November, the Treasurer shall notify each member that their dues are payable for the ensuing year.

Section 3. Membership

Any person who has shown an interest in the breeding, training, or showing of dogs may become a member of the Club. Applicants must obtain the necessary forms from the Secretary, complete the forms, and submit them to the Secretary, along with the dues payment for the current year.

Section 4. Termination of Membership

Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no one may resign when in debt to the Club. Membership dues are considered a debt to the Club, and they become an obligation on the first day of each fiscal year.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member*s dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to 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 in the Oak Ridge area on the first Thursday of each month, at such an hour and place as may be designated by the Board of Directors.

The Secretary shall provide notification of such meeting at least 7 days before the date of the meeting. The quorum for such meetings shall be 15 percent of the members in good standing.

Section 2. Special Club Meetings

Special Club meetings may be called by the President or by a majority of the Board of Directors who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club, in good standing. Such special meetings shall be held in the Oak Ridge area, at a place and time designated by the persons who have called the meeting. The Secretary shall notify the members at least 5 days before the meeting date. The notice shall state the purpose of the special meeting, and no other business may be conducted at that meeting. The quorum for a special meeting shall be 15 percent of the members in good standing.

Section 3. Board Meetings

Meetings of the Board of Directors shall be conducted in the Oak Ridge area at least five times in the Club*s fiscal year, at such time and place as may be designated by the Board. The Secretary shall provide notification to each member of the Board of the time and place for the meeting at least 5 days prior to the meeting. The Secretary may either telephone notice of the meeting or mail such notices. The quorum for a Board meeting is a majority of the Board.

Section 4. Special Meetings of the Board

Special meetings of the Board may be called by the President, or by the Secretary upon

receipt of a written request signed by three members of the Board. Such special meeting shall be held in the Oak Ridge area, at a time and place designated by the persons calling the meeting. The Secretary shall notify each member of the Board of the time and place for the meeting at least 5 days prior to the meeting. The Secretary may telephone notice of the meeting or mail such notices. The notice shall state the purpose of the meeting, and no other business may be transacted at that meeting. A majority of the Board will constitute a quorum.

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/she is present. Proxy voting will not be permitted at any Club meeting or election. Absentee ballots may be obtained from the Club Secretary no later than 7 days prior to the election and must be returned to the Club Secretary before the election of officers.

ARTICLE III: DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board shall be comprised of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Training Director, and five other persons, all of whom shall be elected for 1-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 of Directors.

Section 2. Officers

The Club's officers, consisting of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Training Director, 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 over all meetings of the club and the Board and shall have the duties and powers normally assigned to the President, in addition to any other duties specified in these Bylaws.
- (b) The First Vice-President shall have the duties of Program Director, and shall assume the duties of the President in the event of the President's absence, incapacity, or death.
- (c) The Second Vice-President shall have the duties and exercise the powers of the President in case both the President and First Vice-President are absent.
- (d) The Secretary shall keep a record of all meetings of the Club and the Board, and of all matters of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, be responsible for notifying members of meetings, keep a roll of members of the Club and their addresses, and carry out other duties as described in these Bylaws.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall deposit the money in an institution as directed by the Board, in the name of the Club. His/Her books shall be open at all times for inspection by the

Board, and he/she will report the Club*s financial condition at every meeting of the Board. At the annual meeting of the general membership, the Treasurer shall render an account of all monies received and expended during the year. The Treasurer shall be bonded in such amount as the Board shall determine.

- (f) The Training Director shall have the responsibility to organize, staff, and direct training classes for the Club.
- (g) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of the officers and six other persons.

Section 3. Vacancies

Any vacancy 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 remaining members of the Board at the next regular meeting after the vacancy occurs, or at a special meeting called for that purpose. The office of President shall be filled automatically by the First Vice-President, the office of First Vice-President shall be filled by the Second Vice-President, and the Board shall appoint a member of the Club to fill the office of Second Vice-President.

ARTICLE IV: CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. The Club Year

The Club*s fiscal year shall begin on the 1st day of January and end of the 31st 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 May, at which time officers and members of the Board of Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on, and each retiring officer shall turn over to his/her successor in office all Club properties and records relating to that office by, the last day of May. .

Section 3. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for other positions on the Board who receive the greatest number of votes 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 February the Board shall appoint a Nominating Committee consisting of three members, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee of their appointment. The Board shall name a Chairman for the Committee, and it shall be his/her duty to call a committee meeting, which shall be held on or before March 1.

- (a) The Committee shall nominate one candidate for each office and five candidates for the other positions on the Board, and after securing the consent of each person so nominated, shall promptly 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 nominees before the April meeting. This may be accomplished by publication in the Club newsletter.
- (c) Additional nominations may be made at the April meeting by any member in attendance, provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.

No person may be a candidate for more than one position, and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- (d) The Secretary shall publish a complete listing of the nominees in the Club's newsletter before the annual meeting.
- (e) Nominations cannot be made at the annual meeting or in any other manner than as provided for in this section.

ARTICLE V: COMMITTEES

Section 1. Standing Committees

The Board may each year appoint standing committees for the advancement of the work of the Club in such matters as shows, trials, membership, publicity, or other areas which may be served by committees. Such committees shall always be subject to the authority of the Board. Special committees may also be appointed by the Board to aid it on special projects.

Section 2. Terminations

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 privileges of the American Kennel Club automatically will be suspended from 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 or the Sport. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board, 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 or the Sport. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 3 weeks or more than 6 weeks later. The 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 member may appear personally in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearings

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the defendant shall be treated uniformly in this respect. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the member from all privileges of the Club for not more than 6 months from the hearing date. And, if it deems that punishment insufficient, it may 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/her fellow members at the ensuing Club meeting which considers the Board's 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 the Board's decision and the 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 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 no earlier than 30 days or no later than 60 days after the date of the hearing. The defendant shall have the privilege of appearing in his/her own behalf, although no evidence shall be taken at this meeting. The President shall read the Board's findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If not expelled, the Board's suspension shall stand.

ARTICLE VII: AMENDMENTS

Section 1. Amendments

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by 15 percent of the members 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 3 months of the date when the petition was received by the Secretary.

Section 2. Process

The Constitution and Bylaws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for that purpose, provided that the proposed amendments have been included in the notice of the meeting mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII: DISSOLUTION

Section 1. Dissolution

The Club may be dissolved at any time by the written consent of two-thirds of the members. In the event of dissolution of the Club, whether voluntary or involuntary or by action 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 Club's debts, its property and assets shall be given to a charitable organization for the benefit of dogs, as selected by the Board of Directors.

ARTICLE IX ORDER OF BUSINESS

Section 1. Meetings of the Club

At meetings of the Club, the order of business, so far as the character of the meeting may permit, shall be:

- Call to Order
- Minutes of the Last Meeting
- Reports of Committees
- Election (at the annual meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2. Meetings of the Board

At meetings of the Board, the order of business, unless otherwise directed by a majority of those present, shall be:

- Minutes of the Last Meeting
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment