

UPPER SNAKE RIVER VALLEY DOG TRAINING CLUB, INC.

CONSTITUTION

Revised as of October 12, 2006

ARTICLE I NAME AND OBJECTIVES

SECTION 1. The name of the Club shall be UPPER SNAKE RIVER VALLEY DOG TRAINING CLUB, INC.

SECTION 2. The objectives of the club shall be to:

- (a) promote the training of pure-bred dogs.
- (b) disseminate knowledge regarding obedience training.
- (c) conduct classes for the training of all dogs and their handlers.
- (d) encourage the training of judges.
- (e) hold and support AKC events including, but not limited to, obedience trials, tracking tests, and agility trials, under the Rules and Regulations of the American Kennel Club.
- (f) promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

SECTION 3. The Club shall not be conducted or operated for profit, and no part of any Club assets shall inure to the benefit of any Club member or individual.

SECTION 4. The voting members of the Club shall adopt and may, from time to time, revise the Constitution and By-Laws.

BY-LAWS

ARTICLE 1 MEMBERSHIP AND DUES

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 objectives of this club.

- (a) Regular Membership - for persons eighteen years and older. Enjoys all the privileges of the Club including voting and holding office.
- (b) Family Membership - enjoys all the privileges of the Club and is limited to two family members who are eighteen years or older.
- (c) Junior Membership - for persons ten to seventeen years of age. Enjoys all the privileges of the Club, but cannot vote or hold office.
- (d) Honorary Membership - pay no dues and cannot vote or hold office.

While membership is to be unrestrictive as to residence, the Club should be representative of the breeders and exhibitors in the immediate area.

SECTION 2. DUES. Membership dues shall be set by the Board of Directors not to exceed \$50 for family membership or \$40 for individual membership and stated in the Standing Rules. 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 December the Treasurer shall notify each member of his/her dues obligations for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP. Each candidate for membership must apply in writing on a form, the terms of which shall be approved by the Board of Directors. Each candidate shall receive a copy of the Club's Constitution and By-Laws, Standing Rules, a copy of AKC's Charter, Constitution and By-Laws, and a list of the Club's officers and members. Each application for membership shall be endorsed by two Club members in good standing. Each candidate must also submit with his/her application, payment of dues for the current year, which will be returned to the candidate if he/she fails to be elected.

All applications are to be filed with the Secretary and each application will be read at the first meeting where the candidate and/or one of the endorsees attend. At the next Club meeting the application will be voted upon by secret ballot. Affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the candidate.

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

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 member may resign when in debt to the Club.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety days after November 1 of each year; however, the Board of Directors may grant an additional ninety days 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 VII of the Constitution and By-Laws.

ARTICLE II BENEFITS AND ASSETS

SECTION 1. ASSETS. The assets of the Club are intended to support the objectives of the Club, charitable causes, and other expenditures as approved by the Board of Directors. This does not preclude reimbursement to Club members for expenditures and/or services approved by the Board of Directors.

SECTION 2. BENEFITS. The benefits of Club membership shall not be transferred to nonmembers without the specific approval of the Board of Directors, and in no case shall a Club member profit from such transfer of benefits.

ARTICLE III MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held in the greater Idaho Falls area at least six times a year at such place, date, and hour as shall be designated by the Board of Directors.

Written notice of such meeting shall be mailed or delivered to Club members by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of voting members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings shall be called by a majority vote of the Board of Directors who are present and voting at any regular or special meeting of the Board of Directors, or shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such special meeting shall be held in the greater Idaho Falls 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 or delivered to Club members by the Secretary at least five days and not more than fifteen days prior to the date of the meeting. The 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 twenty percent of the voting members in good standing.

SECTION 3. BOARD OF DIRECTORS MEETINGS. Meetings of the Board of Directors shall be held at least six times a year in the greater Idaho Falls area at such date, place, and hour as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or delivered to the Board of Directors by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

SECTION 4. SPECIAL BOARD OF DIRECTORS MEETINGS. Special meetings of the Board of Directors shall be called by the President, or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board of Directors. Such special meetings shall be held within the greater Idaho Falls area at such place, date, and hour as shall be designated by the person authorized herein to call such meeting. The Board of Directors shall be notified of such a meeting by the Secretary 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 a meeting shall be a majority of the Board of Directors. The decision of the Board of Directors at any such meeting shall be read at the following Club meeting.

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.

ARTICLE IV BOARD OF DIRECTORS, OFFICERS, AND AKC DELEGATE

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and three Directors, all of whom must be in good standing. The President, Vice-President, Secretary, and Treasurer, shall be elected for one year terms at the Club's annual meeting as provided in Article V. The Directors shall be elected to three year terms, except as provided in Section 2(e) below, with the terms staggered such that one vacancy occurs each year. 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 of Directors and its meetings.

- (a) The President shall perform the usual duties of a chief executive officer, shall preside at all meetings of the Club and shall perform such other duties as may be assigned to him/her

by the Board of Directors. All contracts on behalf of the Club shall be executed by him/her or by such other officer or officers as he/she may designate.

- (b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity.
- (c) The Secretary shall keep a permanent record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, maintain a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws or as are assigned to him/her by the Board of Directors.
- (d) The Treasurer shall keep the financial records of the Club in such manner as shall be directed by the Board of Directors; shall be responsible for the collection, custody and control of the funds of the Club, subject to the supervision of the Board of Directors; and shall perform such other duties as are assigned to him/her by the Board of Directors. The Club's financial records shall at all times be open to inspection by the Board of Directors and he/she shall report to them at every meeting the condition of the Club's finances, and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall render an account of all monies received and expended during the preceding fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board of Directors shall be comprised of the Officers and four Directors. The term of an additional Director elected in this case shall be for one year.

SECTION 3. AKC DELEGATE. The Rules and Regulations governing eligibility and the manner in which a candidate for position of Delegate is approved is set forth in the Charter, Constitution and By-Laws of The American Kennel Club. The Club appointed Delegate, elected by the AKC Delegates, shall serve the Club until his/her resignation or his/her appointment has been withdrawn. The Board of Directors of this club shall have the authority to appoint or withdraw the appointment of the Club Delegate.

Attendance at any quarterly or other meeting of the AKC Delegates by the Club Delegate shall be approved prior to the meeting by the Board of Directors. At least one such quarterly meeting shall be approved per year.

SECTION 4. VACANCIES. Any vacancies occurring on the Board of Directors during the year shall be filled, until the next annual election, by a majority vote of the remaining members of the Board of Directors at its first regular meeting following the creation of such vacancy, or at a special Board of Directors meeting called for that purpose. Any vacancy in the office of President, however, shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board of Directors.

ARTICLE V THE CLUB YEAR, ANNUAL MEETING, AND ELECTION

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on the first 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 November at which officers for the ensuing year and director(s) shall be elected by secret written ballot from among

those nominated in accordance with Section 4 of this Article. They shall take office January 1, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty days of the election.

SECTION 3. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office 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 of Directors shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board of Directors. The Secretary shall notify the Committee members and alternates of their selection. The Board of Directors shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting which shall be held before September 15.

- (a) The Committee shall nominate one candidate for each office, and one candidate for each vacant position on the Board of Directors. After securing the consent of each person so nominated, the Committee shall report their nominations to the Secretary in writing two weeks prior to the September meeting.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated at least ten days prior to the October meeting.
- (c) Additional nominations may be made at the October meeting by any voting member in attendance, provided the person so nominated does not decline 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.
- (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. The Board of Directors may each year appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors as deemed necessary.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee, and the Board of Directors may appoint a successor.

ARTICLE VII DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of the American Kennel Club shall immediately be suspended from the privileges of this Club, the suspension to run concurrent with the AKC suspension.

SECTION 2. CHARGES. Any member may prefer charges against another member for alleged conduct 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 \$50, which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy

of the charges to each member of the Board of Directors or present them at a Board of Directors meeting. The Board of Directors 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 of Directors 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 of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board of Directors, not less than three weeks and not more than six weeks thereafter. 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 defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. BOARD OF DIRECTORS HEARING. The Board of Directors 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 of Directors may, by a majority vote of those present, which must constitute a quorum, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. Any Club member under suspension shall no longer be considered to be in good standing. If the Board of Directors deems suspension to be 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 of Directors' recommendation. Immediately following a decision reached by the Board of Directors, their findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties the Board of Directors' 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 of Directors' hearing, and upon the Board of Directors' 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 days but not earlier than thirty days after the date of the Board of Directors' recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors' findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The voting members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors' decision for suspension shall stand.

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 percent of the voting members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Club membership by the Secretary, with the recommendations of the Board of Directors. A vote shall be held within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any regular meeting or at any special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or delivered to each Club member at least ten days prior to the date of the meeting.

ARTICLE IX DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than two-thirds of the voting members. 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 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 charitable organization, selected by the Board of Directors, for the benefit of dogs.

ARTICLE X ORDER OF BUSINESS

SECTION 1. At meetings of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the Delegate
- Report of Committees
- Unfinished business
- New business
- Adjournment

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

- Roll Call
- Minutes of the last meeting
- Report of the Board of Directors
- Report of the President
- Report of the Vice-President
- Report of the Secretary
- Report of the Treasurer
- Report of the Delegate
- Report of Committees
- Election of Officers and Board of Directors (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

ARTICLE XI 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 By-Laws or any special Rules of Order the Club may adopt.