

TOLEDO KENNEL CLUB MEETINGS:

BOARD OF DIRECTORS meetings are held on the first Tuesday of each month September through June at the Toledo Kennel Club building. No Board meetings in July and August.

GENERAL MEMBERSHIP meetings are held on the fourth Thursday of each month. There is a combined meeting for November – December on the first Thursday in December. There are no meetings in July and August.

Unless otherwise noted in the Club Newsletter, meetings with a speaker or dinner begin at 6:30 P.M. with the business meeting at 7:30 P.M.

THE TOLEDO KENNEL CLUB, INC. CONSTITUTION

ARTICLE I

SECTION 1. The name of the Club shall be The Toledo 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 conduct dog shows, obedience trials, tracking tests, agility trials, sanctioned matches, and any other events for which the Club is eligible under the Rules and Regulations of The American Kennel Club, and to encourage sportsmanlike competition at such events;
- (c) To conduct educational programs on breeding, showing, training and the responsibilities of dog ownership;
- (d) To conduct classes for training of dogs and handlers;
- (e) To contribute to charitable organizations for the benefits of dogs.

SECTION 3. The club shall operate as an association of members 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.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be three (3) 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.

- (a. Regular (Individual) – Enjoys all Club privileges including the right to vote and hold office.
- (b. Junior – Open to children under the age of eighteen (18) years of age; a non-voting/non office holding membership which may automatically convert to Regular membership at the age of eighteen (18).
- (c. Honorary – For those individuals who have made significant contributions to the sport, breed, or the Club, and have been members for a number of years. Honorary memberships are to be reviewed and

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individual voted on by the Board of Directors. Honorary members pay no dues and are not eligible to vote or hold office.

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.

SECTION 2. Dues.

- (a) Application fee for Individual memberships shall not be less than Five Dollars (\$5.00);
- (b) Individual membership dues shall not exceed Twenty-Five Dollars (\$25.00) per year as determined by the general membership.
- (c) Junior membership dues shall not exceed Ten Dollars (\$10.00) per year as determined by the general membership.

Membership dues shall be payable on or before the 1st day of July each year. No member may vote whose dues are not paid for the current year. During the month of April the Treasurer shall send to each member a statement of his dues for the ensuing year either by e-mail or by written statement by regular mail.

SECTION 3. Election of Membership. Candidates for membership must apply in writing on forms, the terms of which shall be approved by the Board of Directors and which shall provide that the Applicant agrees to abide by the Constitution and Bylaws and the rules of The American Kennel Club. Said Application Form shall be supplied by the Corresponding Secretary upon request. The Application shall state the name, address, and occupation of the Applicant and it shall carry the endorsement of two (2) members in good standing.

All Applications are to be filed with the Corresponding Secretary and along with the application a check or cash in the amount of the application fee. No one shall be approved for membership in the Club except by a majority

affirmative vote of the Board of Directors and a majority affirmative vote of the Club's members.

The Applicant must attend three (3) general club meetings and be published twice in the Club Newsletter, after which the Board of Directors shall vote on the Application at the next board meeting. The Board of Directors shall report to the membership its approval or disapproval of the candidate at the next general club meeting. No statement of the reason for the findings of the Board is necessary.

- (a) The election of an approved candidate for membership shall be by ballot at the next regular meeting of the Club. An affirmative vote of three-quarters (3/4) of the voting members present at such meeting is necessary for election.
- (b) Any candidate for election to membership who shall be disapproved by the Board of Directors or who shall fail to be elected may not again become a candidate until after one (1) year from the date of such failure.

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 Corresponding Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- (b) **Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board of Directors may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid as of the date of a Club meeting be entitled to vote at the meeting.
- (c) **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 greater Toledo at such hour and place as may be designated by the Board of Directors. At least nine (9) monthly meetings shall be held each year. Written notice of each such meeting shall be mailed or e-mailed by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

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 ten (10) members of the Club who are in good standing. Such special meetings shall be held within the greater Toledo area at such place, date and hour as may be designated by the persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or e-mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the meeting, and said notice shall state the purpose of the meeting. No other Club business may be transacted at the time. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings. A meeting of the Board of Directors shall be held within the greater Toledo area prior to each regular Club meeting or via telephone conference call or via video conference at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or e-mailed by the Corresponding Secretary at least five (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 (3) members of the Board. Such special meetings shall be held within the greater Toledo area at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meeting shall be mailed or e-mailed by the Corresponding Secretary 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 at that time. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. E-Mail Notification. The corresponding Secretary may send club members notification of club meetings, dues notices, minutes, and newsletters; and may send board members notification of board meetings via e-mail, provided that the club member or board member sign an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the club member or board member due to the circumstances beyond the Club's control.

SECTION 6. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one (1) 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 of the President, First and Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Director at Large, Obedience Director, Conformation Director, and Property Manager, all of whom shall be members in good standing and shall be elected for a two-year term. All officers and directors shall be elected at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The President, Second Vice-President, Recording Secretary, Treasurer, and Conformation Director shall be elected in an even year. The First Vice-President, Corresponding Secretary, Director at Large, Obedience Director, and Property Manager shall be elected in an odd 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, First and Second Vice-President, Recording Secretary, Corresponding 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 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.
- (b) The First Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Second Vice-President shall perform all the duties of the President in case of absence or disability of the President and First Vice-President.
- (d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters which a record shall be ordered by the Club, and carry out such other duties as are prescribed in these Bylaws.
- (e) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these Bylaws.
- (f) The Treasurer shall collect and receive all dues, show receipts, match moneys, and all additional moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board in the name of the Club. His books shall at all times be open to inspection of the Board and he 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 he shall render an account of all moneys received and expended during the previous fiscal year, which shall be audited annually by a committee of three (3) to be elected by

the general membership. The Treasurer shall be bonded in such an amount the Board of Directors shall determine.

Section 3. Directors. The Club's Directors, consisting of the Director at Large, Obedience Director, Conformation Director and Property Manager, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The Obedience Director shall be responsible for all training classes, as well as obedience, agility, and any other performance events of the Club.
- (b) The Conformation Director shall be responsible for all conformation classes of the Club.
- (c) The Property Manager shall supervise the maintenance and usage of the building and grounds of the Club. If no member desires to serve as Property Manager, the Board may employ a non-member at such compensation as deemed necessary. A non-member Property Manager would not be a member of the Board but would be responsible to the Board.
- (d) The Delegate to the American Kennel Club shall be selected by the Board of Directors by a majority vote of Directors present at a Board meeting and is to be ratified by the voting members. The term will be determined by the Board of Directors.

SECTION 4. Vacancies. Vacancies occurring during the term of office in any of the above offices shall be filled for the unexpired term of office by vote of a majority of the remaining members of the Board at its first regular meeting or if urgent by a Special Board meeting with the exception of the office of President which will be assumed by the First 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 (1st) day of July and end on the thirtieth (30th) day of June.

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 June at which time Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of the Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The nominated candidates receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. Nominations. No person shall be a candidate in the Club election who has not been nominated. By the general membership meeting in March, the board shall select a Nominating Committee consisting of four (4) members and two (2) alternates not more than two (2) of whom may be members of the Board. No one may serve on the Nominating Committee more than once in two (2) years. The Corresponding Secretary shall notify the committeemen and alternates of their selection. The Board shall name a Chairman of the Committee and it shall be his duty to call a meeting which shall be held on or before May 1st.

- (a) The Committee shall nominate the one (1) candidate for each office and candidates for the four (4) Director positions. After securing the written consent of each person so nominated, the committee shall report their nominations to the Corresponding Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before May 15th notify each member in the meeting of the candidates so nominated.
- (c) Additional nominations must be made at the May meeting by any member in attendance provided that the person nominated does not decline when his name is proposed, and provided further that if the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those members who have not accepted nomination from the Committee.
- (d) Nominations cannot be made at the annual meeting or in any other manner other than as provided in the Section.

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 in particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote 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 any of the 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 another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of Ten Dollars (\$10.00) 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. 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, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the date and time of the hearing and an assurance that the defendant may personally appear in his own defense and may bring witness 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 (6) months from the date of the hearing. If it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, 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 findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary in turn shall then 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 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 recommendation, and shall invite the Defendant, if present, to speak in his own behalf if he wishes. The Club members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A three-quarters (3/4) 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 and signed by twenty percent (20%) of the members 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 (3) months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two-thirds (2/3) 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 (2) weeks prior to the date of the meeting.

SECTION 3. No amendments 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

The Club may be dissolved at any time by the written consent of not less than three-quarters (3/4) of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of the 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 and/or non-profit organization for the benefit of dogs selected by the Board of Directors.

The American Kennel Club shall be notified of the Club's dissolution and the selection of a charitable organization which will receive the Club's assets and the amount of same which it will receive.

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 the Last Meeting

Report of the President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Reports of the Committee Chairmen

Election of Officers and Board of Directors (at Annual meeting only)

Election of New Members

Unfinished Business

New Business

Adjournment

SECTION 2. At meetings of the Board of Directors, 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 Recording Secretary

Report of Corresponding Secretary

Report of Treasurer

Reports of Committee Chairmen

Unfinished Business

New Business

Adjournment

ARTICLE X
Parliamentary Authority

The proceedings of the Club shall be governed by *Robert's Rules of Order (Revised Edition)* subject to rules which have been or may be adopted by the Club.