

Constitution
Of
Rochester, MN. Kennel Club, Inc.

ARTICLE I

Name and Objects

SECTION 1 The name of the Corporation is the Rochester, MN. Kennel Club and will henceforth be referred to as the Club. The Corporation is founded pursuant to Chapter 312, Minnesota Statute, keeper of the Minnesota Non-Profit Corporation Act and Laws.

SECTION 2 The purpose and object of the non-profit Corporation shall be:

- a) to encourage and promote the breeding of pure-bred dogs and to do all reasonably possible to bring their natural qualities to perfection;
- b) to do all in its power to protect and advance the interest of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows, obedience trials, agility trials and performance events.
- c) to conduct sanctioned matches, dog shows, obedience trials, agility trials and performance events under the rules of The American Kennel Club.
- d) to promote better dog citizenship.

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

SECTION 4 The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects under the constitution.

By-Laws
Of
Rochester, MN. Kennel Club, Inc.

(revised & approved – 2011)

ARTICLE I.

Membership

SECTION 1 Eligibility. There shall be five types of memberships; Active, Associate, Honorary, and Perpetual memberships and Junior memberships.

- a) Individual membership will be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purpose and aims of the Club. A candidate for Active membership will be proposed by one active member & one board member. Active members shall pay Annual dues. Active members in good standing are entitled to vote at club meetings.
- b) Household Membership. A Household Membership consists of two persons 18 years of age or older residing in the same household each of whom shall enjoy all club privileges including one vote each on any matter presented to the club membership for consideration and each shall have the right to hold office.
- c) Associate membership Any active membership, upon petition to the Board of Directors may be converted to associate membership for any year(s) in which the member will not reside in the local area. Associate members shall not be entitled to vote on any matters before the Club and will not be considered for the purpose of quorum requirements. An associate member may become an active member again upon petition by the member to the Board and approval by the Board.
- d) Perpetual membership By unanimous vote. The Board of Directors may confer a lifetime, non-dues paying membership to any individual who has offered outstanding services to the Club or to the support of pure-bred breeding and/or showing. Perpetual members shall be entitled to all privileges of the Club.
- e) Junior membership Open to any person 8 to 18 years of age. Entitled to all privileges of the club except voting.

SECTION 2 Dues. Yearly membership dues shall be recommended by the Board of Directors and approved by a majority of the general members of the Club at least 2 months prior to the end of the fiscal year

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 by-laws and the rules of the American Kennel Club. The application shall state the name, address, phone number of the applicant, and it shall carry the

endorsement of one Board member and one regular member. Accompanying the application, the prospective member shall submit dues payment for the current year.

An applicant must have attended at least one Club meeting before their application can be presented to the General Membership for a final vote.

All applications are to be submitted and filed with the Membership Secretary and each application is to be reviewed by the Board of Directors and presented to the General Membership following its receipt. At a following Club meeting, the application will be voted upon and the affirmative votes of 3/4 of the general members present and voting at the meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply 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 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 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 such delinquent members in meritorious cases. In no case may a person be entitled to vote in any Club meeting whose dues are unpaid as of the date of that meeting.
- c) by expulsion. A member may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II.

Meetings and Voting

SECTION 1 Club Meetings. Meetings of the Club shall be held in (or within 25 miles of) the City of Rochester, Minnesota on the 2nd Monday of each month, at such hour and place as may be designated by the President or the Board of Directors.

Written notice of each such meeting shall, be sent by the Secretary or published in the Club newsletter by the news letter editor at least 5 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing excluding Associate Members.

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 signed by five members of the Club who are in good standing. Such special meetings shall be held in (or within 25 miles of) the City of Rochester, Minnesota 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 sent by the Secretary at least five 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% of the members in good standing.

SECTION 3 Board Meetings. Meetings of the Board of Directors shall be held in (or within 25 miles of) the City of Rochester, Minnesota on the second Monday of the month, at such hour and place as may be designated by the President or the Board of Directors. Written notice of each such meeting shall be sent 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.

SECTION 4 Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon request by at least three members of the Board. Such special meeting shall be held in (or within 25 miles of) the City of Rochester, Minnesota at such place, date and hour as may be designated by the person herein to call such a meeting. Written notice of such a meeting shall be sent by the Secretary at least five days and not more than ten days prior to the date of the meeting. Given a strict time limitation in emergencies, verbal notice may be given 24 to 48 hours prior to 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.

SECTION 5 Voting, Each member at every meeting of the Club shall be entitled to a vote, in person. Proxy voting will be allowed for the annual meeting conducted for the election of the officers and the Board of Directors. Proxy shall be in writing, signed by the member, and filed with the Secretary of the Club prior to the meeting. A proxy vote must be received by the Secretary of the Club by 12 noon the day preceding the election. No person may vote by proxy at a meeting which he/she attends. Proxy votes will be allowed by individual, household, and perpetual members only.

ARTICLE III.

Directors and Officers

SECTION 1 Board of Directors. The Board of Directors shall be comprised of the President, Vice-President, Recording / Corresponding Secretary, Treasurer, and three other persons, all of whom shall be elected at the Club's annual meeting as provided in Article IV and shall service until their successors are elected. Officers shall be elected for one year terms. Directors shall be elected for two year terms except for the initial Board. 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, Recording / 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 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 By-laws.
- 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.

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. Minutes of the meetings shall be sent to the President and the Vice-President within two weeks of the meeting date. 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 and carry out such other duties as are prescribed in these By-laws.

d) The Treasurer shall collect and receive money due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be, at all times, open to the inspection of the Board and he or she shall report at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and at the annual meeting he or she shall render an account of all money received and expended during the previous fiscal year.

e) The offices of Recording Secretary and Corresponding Secretary may be held by the same person, in which case the Board shall be composed of the officers and three other persons.

f) The offices of Recording Secretary, Corresponding Secretary, and Treasurer may be held by the same person, in which case the Board shall be composed of the officers and four other persons.

SECTION 3 Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first 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 of Directors.

ARTICLE IV.

The Club Year, Annual Meeting, Elections

SECTION 1 Club Year. The Club's fiscal year shall begin on the first day of May.

SECTION 2 Annual Meeting. The annual meeting shall be held on the 2nd Monday of May at which officers and directors for the ensuing year shall be elected by written ballot from among those nominated in accordance with Section 4 and 5 of Article II. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office 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 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 March, the Board shall select 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 members of their selection. The Board shall name a Chairperson for the Committee and it shall be his or her duty to call a committee meeting which shall be held before March 25th.

- a) The committee shall nominate one candidate for each office and one candidate for each of the other 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 Secretary shall before the April meeting notify each member in writing or by newsletter of the candidates so nominated.
- c) Additional nominations may be made at the April meeting by any member in attendance provided that the person so nominated accepts when his name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate.
- d) No person may be candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- e) Board members whose term of office extends beyond the present Club year must vacate their position prior to officially accepting nomination for any other position or office. No person may be a candidate for more than one position in the forthcoming Club year.
- f) If a Board member vacates his position under Section 4, the Nominating Committee should submit an additional candidate for this position.

ARTICLE V.

Committees

SECTION 1 The President will each year in June appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

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 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following the hearing. The 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 or the breed. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send a copy of a notice of the hearing and an assurance that the defendant may personally appear on his/her own defense and bring witnesses if he or she 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 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 or her 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 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 30 days but not earlier than 15 days after the date of the Board's recommendation. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. If defendant fails to appear in his/her own behalf and Board has voted that council is not allowed, a failure to obey Board's summons to hearing is cause enough for summary expulsion, according to Robert's Rules of Order on "Trials of Members of Societies". The meeting shall then vote by secret written 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 By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the individual, household, and perpetual memberships in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the general members with recommendations of the Board by the Secretary for a vote 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 2/3 vote of the general membership 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 sent to each member at least five days 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 not less than 2/3 of the members except associate members. In the event of the dissolution of the Club 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 payments of debts of the Club, its property and assets shall be given to a registered charitable organization 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 the last meeting
- Report of the President Report of the Secretary
- Report of the 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 the Secretary
Report of the Treasurer
Reports of committees
Unfinished business
New business
Adjournment

STANDING RULES

SR.1 Dues paid during February, March and April shall constitute payment of the dues for the ensuing year.

SR.2 The Board may recommend the amount of annual dues related to memberships and their sub-classes if any.

SR.3 The name and/or logo of the Rochester Minnesota Kennel Club can only be used for official club purposes. Club members may not use or display the name or logo of the Rochester Minnesota Kennel Club in such a manner that this might be construed as endorsing them personally, their personal integrity, or their activities.

SR.4 No member shall knowingly sell puppies or breeding stock to pet dealers, catalog houses or other commercial sources, nor shall dogs be given as prizes in contests or exploited to the detriment of the breed.

SR.5 No member shall sell puppies or adult dogs to any buyer where they have reason to believe that the puppy or adult dog will not be properly cared for.

SR.6 Club members agree to abide by Minnesota state laws in reference to the care and keeping of dogs.

SR.7 In the event the outgoing President does not want to accept a position on the incoming board, they will be encouraged to serve in an advisory role, without voting privileges, for that coming year.