

**RATIFIED NOVEMBER 2017**

**KENNEL CLUB OF FREEBORN COUNTY, MN, INC**

**ALBERT LEA, MINNESOTA**

**"CONSTITUTION and BYLAWS"**

**ARTICLE I: NAME AND OBJECTS**

Section 1. The name of the Club shall be KENNEL CLUB OF FREEBORN COUNTY, MN, INC. (KCFC) [formerly Fountain Lake Kennel Club].

Section 2. The objects of the Club shall be: to promote the breeding of purebred dogs and the training of all dogs; dissemination of knowledge regarding obedience training, to conduct classes for the training of dogs and their handlers; to encourage the training of judges; to encourage and co-operate with individuals and other groups with similar purposes; to hold and support obedience and agility trials, tracking tests, exhibitions and matches under the rules and regulations of the AMERICAN KENNEL CLUB; to promote co-operation and good sportsmanship among its members in training and exhibition of dogs.

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 by-laws as may be required to carry out these objectives.

## "BY-LAWS"

**ARTICLE II: MEMBERSHIP.** While membership is to be unrestricted as to residence, the Club's primary purpose is to be a representative of the breeders and exhibitors in its immediate area. Every member of KCFC will be required to sign a Risk Waiver form every year, which will remain in our club files.

**Section 1. TYPES.** Membership Requirements may be set by the Board of Directors in the Rules and Regulations document by majority vote of the Board Members.

A. **GENERAL MEMBERSHIP:** A general member is an adult, 18 years of age and over whose dues are paid for the current year, and one who has no unresolved grievances with the Kennel Club of Freeborn County, MN Inc. (KCFC) or the American Kennel Club.

B. **HONORARY MEMBERSHIP:** An honorary membership (elected from those who have done a valuable service to the Club) will be exempt from payment of dues. Honorary members, if they so elect, may be active paid members—in which case they shall be entitled to hold office and vote.

C. **JUNIOR ONLY MEMBERSHIP:** A member under the age of 18 who is a non-voting member. A junior only member must have a consent signature of a parent or guardian included on their membership application form or renewal application.

**Section 2. DUES.** Membership dues shall not be more than \$50.00 per year for single membership and not more than \$75.00 per year for couples/families, payable on or before the first monthly meeting of June each year. Club dues shall be set by a majority vote of the members present at a monthly general membership meeting, following a recommendation made by the Board of Directors.

**Section 3. ELECTION TO MEMBERSHIP.**

A. Each applicant for membership shall apply on a form as approved by the Board of Directors which will provide that the applicant agrees to abide by the Constitution, By-Laws, and Rules and Regulations of the Kennel Club of Freeborn County, Inc. and the Rules and Regulations of the American Kennel Club. All applications are to be filed with the Secretary and each application must be read before the membership before it can be voted upon. The application shall:

1. state the name, address, and occupation of the applicant,
2. carry the endorsement of one club member in good standing,
3. be submitted with the Risk Waiver forms and dues payment for the current year.

B. The applicant must be present at the meeting when the application is read (Special Circumstances in regard to being present may be addressed on an individual basis by the Board of Directors).

C. The application will be voted upon by written ballot at the following regular meeting. Affirmative votes of a majority of the voting members present at the meeting shall be required to elect the applicant.

D. Applicants for membership who have been rejected by the club may not re-apply for membership within six months after rejection.

Section 4. TERMINATION OF MEMBERSHIP. Memberships may be terminated by:

A. RESIGNATION. Any member 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. LAPSING. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 60 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 meeting whose dues are unpaid as of the date of that meeting.

C. EXPULSION. A membership may be terminated by expulsion as provided in Article VI of these By-Laws. A member that has been expelled may not reapply for membership to the Kennel Club of Freeborn County for a minimum two full membership cycles.

### **ARTICLE III: DIRECTORS AND OFFICERS.**

Section 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article VI 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, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both in regard to the Club and its meetings and the Board and its meetings. The Club's officers, if duly elected, may serve no more than two consecutive years in one particular office.

A. The PRESIDENT shall preside at all meetings of the Club and the Board and shall have the duties and powers normally pursuant to the office of the President in addition to those particularly specified in these By-Laws. The President shall be authorized to sign checks in the absence of, or by the request of, the Treasurer.

B. The VICE-PRESIDENT shall have the duties and exercise the powers of the President in case of the President's absence, death, or incapacity. The Vice-President shall oversee all standing and special committees.

C. The SECRETARY shall keep a record of all meetings of the Club and of the Board of Directors of all matters of which a record shall be ordered by the Club. He/she shall have charge of correspondence, notifying members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep 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 all monies due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board in the name of the Club. The books shall be at all times open to inspection by the Board and he/she will report to them at every meeting the condition of the Club's Finances and every item of receipt or payment not before reported, and at the annual meeting will render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine.

Section 3. VACANCIES. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next election by a majority vote of all members of the Board at the first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose, except a vacancy of the President shall be filled automatically by the Vice-President and the resulting vacancy of the Vice-President shall be filled by vote of the Board. Excessive absences by any officer or member of the board shall be addressed by the board as a possible vacancy in that office or position.

#### **ARTICLE IV: MEETINGS AND VOTING.**

Section 1. CLUB MEETINGS. Meetings of the Club shall be held in or within 25 miles of the city of Albert Lea, Minnesota, on the second Monday of each month, at such hour and such a place maybe designated by the Board of Directors, barring unusual circumstances necessitating a change in date or place. Written Notice of each meeting shall be sent by the Secretary at least one week prior to the date of the meeting. The quorum for such meetings shall be 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. Such special meetings shall be held in or within 25 miles of the city of Albert Lea, Minnesota, at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be sent by the Secretary at least one week 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 meeting shall be 20% of the members in good standing.

Section 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held within 25 miles of the city of Albert Lea, Minnesota on such day, hour, and place-as may be designated by the Board. Written notice of each such meeting shall be sent by the secretary at least one week prior to the date of the meeting. A quorum for such meeting shall be the majority of the Board. The Board may conduct Management/Operation decisions/votes by electronic means without calling a board or special meeting so long as a majority of the entire board responds to the online vote.

Section 4. SPECIAL BOARD MEETINGS. Special Board meetings 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. Such meetings shall be held in or 25 miles of the city of Albert Lea, Minnesota, on such date, place, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be sent by the Secretary at least one week 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 the majority of the Board.

Section 5. VOTING. Each general member shall be entitled to one vote at any meeting of the Club at which he/she is present. Any voting member may call for a written ballot. Proxy voting will not be permitted at any Club meeting or election.

## **ARTICLE V: 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 follow pertinent meeting protocols from Robert's Rules of Order as determined by the President and Board. As an example:

Roll Call

Minutes of the last meeting

Treasurer's Report

Committee Reports (Including Board Meeting Report from President if applicable)

Old business

New Business

Adjournment

Section 2. At MEETINGS OF THE BOARD the order of business, unless otherwise directed by a majority vote of those present, shall follow pertinent meeting protocols from Robert's Rules of Order as determined by the President and Board. See example in Article IX, Section 1.

## **ARTICLE VI: 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 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 June at which the officers and directors shall be elected by written, written ballot among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the annual meeting. Retiring officers shall turn over to his/her successor in office all properties and records relating to that office within 30 days after election.

Section 3. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (three should Secretary and Treasure offices be combined and held by one person) nominated candidates for directors on the Board who receive the greatest number of votes shall be declared elected.

Section 4. NOMINATIONS. No person may be candidate in the Club election who has not been nominated. Three months prior to the Annual Meeting the Board shall select a nominating committee consisting of three members and one alternate, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternate of their selection. The Board shall name a Chairman for the committee and it shall be his/her duty to conduct committee meetings.

A. The NOMINATING COMMITTEE shall nominate one candidate for each office and three candidates for the other three positions on the Board, and after

securing the consent of each person so nominated shall immediately report their nominations to the Secretary in writing (no later than one week prior to the meeting before the Annual Meeting).

B. ADDITIONAL NOMINATIONS may be made at the monthly meeting before the Annual Meeting by any general 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 nominator shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.

C. Upon receipt of the Nominating Committee's report the Secretary shall, before the Annual Meeting, notify each member in writing of the candidates so nominated.

D. No person may be a final candidate for more than one position. Additional nominations, which are provided for herein, may be made from those members who are in good standing with the club. If a person is nominated for multiple positions they must chose one position.

E. Nominations cannot be made at the Annual Meeting or in any other manner than as provided for in this section.

#### **ARTICLE VII: COMMITTEES.**

Section 1. The Board may designate standing committees to advance the work of the Club (ie. Dog Shows, Training, Events, Public Relations, Internet Relations). 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. The Board may appoint successors to those persons whose services have been terminated.

#### **ARTICLE VIII: INSTRUCTORS AND COURSES.**

Section 1. All instructors for the Club must be approved by the Board of Directors.

Section 2. All courses for the Club must be approved by the Board of Directors.

Section 3. All instructors must complete training annually (i.e. private lessons, workshops, camps, participation in an on-line training class, etc.)

Section 4. Instructor compensation will be determined by the Board of Directors.

## **ARTICLE IX: 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 the like period.

Section 2. CHARGES. Any member may refer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Any member knowingly selling a dog or dogs to a pet dealer, or to a commercial house, or to be used as a prize or other means of commercial exploitation will automatically be brought before the Board without the \$10.00 deposit for disciplinary action. Other written charges, with specifications, must be filed in duplicate with the Secretary together with a deposit of \$10.00 which will 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 of the Board or present them at the 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 breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three weeks nor 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 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 the 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 is 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 a 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 sixty days but not earlier than thirty days after the date of the Board's recommendation. 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's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If the expulsion is not voted, the Board's suspension shall stand.

## **ARTICLE X: 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 per cent of the membership in good standing. Amendments proposed by such petitions shall promptly be considered by the Board of Directors and must be submitted to the 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 two-thirds vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting sent to each member at least two weeks prior to the date of the meeting.

## **ARTICLE XI: DISSOLUTION.**

Section 1. DISSOLUTION. The Club may be dissolved at any time by written consent of not less than two-thirds of the 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 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.