

# *Western Reserve Kennel Club*

## *CONSTITUTION & BY-LAWS*

*August 2009*



*Founded 1917*  
*Incorporated 1933*

**CONSTITUTION AND BY-LAWS**  
**WESTERN RESERVE KENNEL CLUB**

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# WESTERN RESERVE KENNEL CLUB

## CONSTITUTION

### ARTICLE I

#### Name and Objectives

##### **Section 1. Name**

The name of the organization shall be The Western Reserve Kennel Club, Inc, hereafter referred to as The Club.

##### **Section 2. Purposes**

The purposes of the Club shall be:

- A) To further the advancement of all breeds of pure-bred dogs;
- B) To do all, in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition;
- C) To conduct all AKC sanctioned events for which the Club is eligible; under the Rules and Regulations of The American Kennel Club.
- D) To provide educational opportunities and resources as these relate to all breeds of pure-bred dogs.

##### **Section 3. Organization**

The Club shall be a corporation organized not 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. The Articles of Incorporation shall be and are hereby incorporated herein and made a part hereof by reference.

##### **Section 4. By-Laws**

The members of the Club shall adopt and may, from time to time, revise such by-laws as may be required to carry out the foregoing objectives.

**BY-LAWS**

**ARTICLE I**

**Membership**

**Section 1. Eligibility**

- A) There shall be the following three (3) classes of membership open to all persons who otherwise qualify, who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club:
- 1) Single membership – open to all persons 18 years of age and older. This type of membership enjoys all the privileges of the Club including voting and holding office;
  - 2) Life membership – Life membership may be conferred upon any regular member in recognition of services to the Club. After a two-thirds recommendation of the Board of Directors, the affirmative vote of two-thirds of the members in attendance at the regular meeting of the Club at which such membership is considered shall be required to elect a life member. Said life membership carries all the privileges of the Club including voting but they do not pay dues;
  - 3) Junior membership – Open to persons 10 to 17 years of age; they cannot vote or hold office and may automatically convert to regular membership upon reaching their 18<sup>th</sup> birthday and approved by the board.
- B) While membership is unrestricted as to residence, the Club shall strive to be representative of the breeds and exhibitors in the Northeastern Ohio Area.

**Section 2. Dues**

- A) Membership dues, as fixed from time to time by the Board of Directors, and ratified by a majority of the membership present and voting at a regular or special membership meeting for which written notice of such vote has been given to the membership, shall be due and payable on or before the first Tuesday in January of each year.
- B) Life Members pay no dues.
- C) During the month of November, the Treasurer shall send to each member a statement for their dues for the ensuing year.
- D) Those members elected to membership in the months of October, November or December shall be exempted from paying dues for the year following their election.

**Section 3. Membership**

- A) Each applicant for membership must attend as a guest the meeting prior to that meeting at which such person's application is submitted.
- B) The application for membership shall require the sponsorship of two (2) members of the Club in good standing and said application shall require the signature of each sponsor of said applicant.
- C) The application shall be submitted with the appropriate dues to the Recording Secretary and the applicant will then receive a copy of the Constitution and By-Laws together with all amendments thereto.
- D) Each application shall be read to the Board of Directors in accordance with the meeting agenda at the first meeting following its receipt.

- E) The full information regarding the applicant as shown on the application form, including the names of the sponsors shall be published in the meeting notice for the next regular membership meeting following the meeting at which said application was read.
- F) Any comments upon an applicant shall be sent to the Recording Secretary prior to the next regular Board meeting.
- G) At such meeting, the Directors shall make their recommendation to approve or disapprove the application. Thereafter, the name of the applicant shall be brought to the membership at the next regular meeting for approval or disapproval.
- H) Affirmative vote of two-thirds (2/3) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.
- I) The secretary shall send each such person a membership card or notice of rejection.

**Section 4. Termination of Membership**

- A) Membership may be terminated by:
  - 1) Resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary. Resignation does not relieve a member from debts due the Club. – Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
  - 2) Not paying dues. A membership will lapse and automatically terminate if such member’s dues remain unpaid after the first Tuesday in April. After a membership lapses such person may regain their original membership status only by complying with Article I, Section 3;
  - 3) Expulsion. Membership may be terminated by expulsion as provided in Article VI hereof.

**ARTICLE II**

**Meetings**

**Section 1. Club Meetings**

- A) Club Meetings shall be held in the greater Cleveland area on the first Tuesday in any 10 months of the year as designated by the Board of Directors. Exception to this meeting date may be made by the Board of Directors when a regularly scheduled meeting is a state or national Election Day or a holiday.
- B) Written notice of each such meeting shall be mailed under the direction of the Corresponding Secretary at least ten (10) days prior to the date of each meeting.
- C) The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

**Section 2. Special Club Meetings**

- A) Special Club meetings may be called by the President or
  - 1) By a majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board.
  - 2) 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.
- B) Such special meeting shall be held in the greater Cleveland area at such hour and place as may be designated by the person or persons authorized herein to call such meetings
- C) Written notice of such meetings shall be mailed by the Secretary at least ten (10) days and not more than fifteen (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.

D) The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

**Section 3. Board Meetings**

- A) Meetings of The Board of Directors shall be held in the greater Cleveland area either in-person, by teleconference, or videoconference in any 11 months of the year as designated by the Board at such hour and place as may be designated by The Board of Directors.
- B) Written notice of each such meeting shall be mailed by the Corresponding Secretary at least ten (10) days prior to the date of the meeting.
- C) The quorum for such a meeting shall be a majority of The Board.

**Section 4. Special Board Meetings**

- A) Special meetings of the Board may be called by:
  - 1) The President;
  - 2) The Secretary upon receipt of a written request signed by at least four (4) members of the Board.
- B) Such special meeting shall be held in the greater Cleveland area at such hour and place as may be designated by the person authorized herein to call such meeting.
- C) Written notice of such meeting shall be mailed by special delivery, or certified mail, return receipt requested by the Corresponding Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting.
- D) Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat.
- E) A quorum for such a meeting shall be a majority of the Board

**Section 5. Voting**

- A) Each member in good standing, whose dues are paid for the current year, shall be entitled to one vote on each recognized issue at any meeting.
- B) Proxy voting will not be permitted at any Club meeting or election.

**ARTICLE III**

**Directors and Officers**

**Section 1. Board of Directors**

- A) The Board of Directors shall consist of the following officers: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Nine (9) Directors.
- B) All of whom shall be members in good standing.
- C) The nine (9) Directors shall consist of three (3) classes of Directors, each elected on successive years for three (3) year terms.
- D) All of the aforesaid shall be elected at the Club's annual meeting as provided in Article IV, and shall serve until their successors are elected
- E) Each officer, who is elected for a one (1) year term, shall be considered a Director.

**Section 2. Qualifications**

- A) No member shall be elected an officer or to the Board of Directors unless they are a regular or life member and in good standing and has attended at least five (5) of the regular meetings since the last election; during the period that begins June and ends in May of the following year.

- B) Any member of the Club who is the delegate to the American Kennel Club shall be given credit for attending any meeting of the Club that falls on an American Kennel Club meeting date.
- C) No officer or Director except Treasurer shall hold the same elective office for more than three (3) consecutive terms.

### **Section 3. Duties of Officers**

- A) **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) **Vice President** shall have the powers and exercise the duties of the President in case of the President's absence or temporary incapacity.
- C) **Recording Secretary** shall:
  - 1) Keep the minutes of all proceedings of the members and directors of this organization;
  - 2) Make proper record of the same in a permanent book, which records shall be attested by themselves and the President;
  - 3) Shall keep a record of the attendance at each meeting of the membership and Directors;
  - 4) Shall conduct the correspondence of the Club not otherwise provided for, and generally perform such duties as may be required by the members or directors.
- D) **Corresponding Secretary** shall:
  - 1) Notify members of regular and special Club meetings;
  - 2) Notify new members of their election to membership;
  - 3) Notify Directors of Board meetings;
  - 4) Keep a roll of all members of the Club, with their addresses, phone numbers and monthly advise the Treasurer of changes in this list;
  - 5) Give aid to and cooperate with the Show Chairperson as required;
  - 6) Carry out such other duties as are prescribed in these By-laws.
- E) **Treasurer** shall:
  - 1) Invoice, collect and receive all dues and other monies due or belonging to the Club and receipt thereof;
  - 2) Deposit the same in a bank satisfactory to the Board in the name of the Club;
  - 3) Open books at all times for the inspection of the Board;
  - 4) Report at **every meeting** the condition of the Club's finances and **make available** every item of payment not before reported;
  - 5) At the annual meeting, render an itemized account of all monies received and expensed during the previous fiscal year;
  - 6) All disbursements of the Club shall be made by check signed by the treasurer and countersigned by the President or Vice President;
  - 7) The Treasurer shall be bonded in a penal sum double the largest amount of funds in the treasurer hands at any time. The annual premium for said bond shall be paid by the Club;
  - 8) The records of the Treasurer shall be audited annually by the Board, and the Auditor's report shall be available on request.
- E) **A.K.C. Delegate**
  - 1) The Board of Directors shall appoint a Delegate to the American Kennel Club and the Club shall pay their necessary and reasonable expenses for attendance at the meetings of the American Kennel Club by mutual agreement.

**Section 4. Powers and Duties**

- A) The government and management of this Club shall be vested in the Board of Directors who shall have the power and the duty:
- 1) To supervise all activity pertaining to the club;
  - 2) From time to time appointing such committees as in the judgment of the Board may be necessary to facilitate and carry out the objectives and business of the Club. These committees shall be in addition to the standing committees provided for in this Code of Regulations;
  - 3) Shall examine all proposed amendments or alterations to this Code of Regulations and report thereon to the Club for action as provided herein at the next regular meeting;
  - 4) Generally have the power, both general and implied, and be required to perform the duties imposed by law upon and given to Trustees of Corporations organized “not for profit.

**Section 5. Officers**

- A) The officers of the Club shall be a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.
- B) The officers shall be elected annually and shall hold office for one (1) year or until their successors are elected and qualified.

**Section 6. Vacancies of Directors and Officers**

- A) If a vacancy occurs on the Board of Directors, the remaining Directors, by a two-thirds (2/3) vote, shall appoint a member to serve as Director for remainder of the time of the term. The appointee must meet the qualifications of Section 2 hereof.
- B) Any vacancy occurring in an office other than Director during the year shall be filled for the unexpired term by a majority vote of all the members of the Board of Directors following the creation of such vacancy at a regular meeting, 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.
- C) Should any of the Directors or officers fail to attend five (5) regular Board meetings during a club year, without just cause, they may be removed from office by a two-thirds (2/3) vote of the Board and the same procedure for a vacant office shall follow.

**ARTICLE IV**

**Club Year and Elections**

**Section 1. Fiscal Year and Club Year**

- A) The Club’s fiscal year shall begin on the first day of June and end on the thirty-first day of following May, in each year.
- B) The Club’s official year for members shall begin at the June membership meeting, which is the annual meeting, and shall continue through May membership meeting of the following year.
- C) Upon the conclusion of the annual meeting, the newly elected officers shall take office.



**Section 2. Annual Meeting**

- A) The annual meeting shall be held on the first Tuesday in June of each year at which time Directors and Officers shall be elected by secret, written ballot from among those members nominated in accordance with the provisions of this Constitution and By-laws.
- B) They shall take office immediately upon conclusion of the meeting and each retiring officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.
- C) The financial records of The Club shall be placed in the hands of the Board of Directors by the Treasurer within the (10) days after the annual meeting.

**Section 3. Nominations**

- A) No person may be a candidate in the Club election who has not been nominated at the regular meeting preceding the annual meeting.
- B) Nominations shall be made from the floor for the offices of President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and the vacancies on the Board of Directors.
- C) Each nominee must indicate their willingness to serve in the capacity for which they are nominated at the time of their nomination; or if they are not present by a letter so indicating, presented by the nominator.
- D) No person may be nominated for more than one office.
- E) Nominees for President must be members of the Board of Directors at the time of their nomination.
- F) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

**Section 4. Elections**

- A) The nominees for President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer receiving the greatest number of votes cast for each of the offices shall be declared elected.
- B) In the event of a tie vote for any of the above offices, balloting shall continue between the tied candidates until a decision is reached.
- C) The nominees receiving the greatest number of votes for the positions on the Board of Directors shall be declared elected. In the event of a tie, vote balloting shall continue until a tie is broken.

**ARTICLE V**

**Committees**

**Section 1. Committees**

- A) At its first or second meeting following the annual election, the Board of Directors, subject to the exceptions herein stated, shall appoint the standing committees or a chairman of such designated standing committees, all of whom must be members in good standing of the Club.

**Section 2. Termination of Appointments**

- A) 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**

- A) Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privilege of this Club for a like period.

#### **Section 2. Charges**

- A) Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club.
- B) Written charges with specifications must be filed with the Chairperson of the Grievance Committee together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board following a hearing.
- C) The Grievance Committee shall consist of at least three (3) members of the Board of Directors.
- D) The Grievance Committee shall:
- 1) Promptly send a copy of the charges to the President and the Recording Secretary;
  - 2) Shall meet and consider first whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club;
  - 3) Shall prepare a report and forwarded to the Recording Secretary, along with the committee's recommendations.
- A) The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting,
- B) 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.
- C) If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction.
- D) If the Board entertains jurisdiction of the charges, it shall schedule the following procedures, including but not limited to:
- 1) A preliminary interview of the parties;
  - 2) And/or fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter.
- E) The Recording Secretary shall promptly send one (1) copy of the charges to the accused member by registered or certified mail with return receipt requested together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

#### **Section 3. Hearing**

- A) The Board shall have complete authority as to the procedures and format of the hearing, but both defendant and complainant shall be treated uniformly in that regard.
- B) Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote taken by secret written ballot of those present:
- 1) Reprimand, or
  - 2) Suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing;
  - 3) And, if it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion.

- C) In such case, the suspension shall not restrict the defendant's right to appear before their fellow members at the ensuing Club meeting, which considers the Board's further recommendation of expulsion.
- D) Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary.
- E) The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

**Section 4.     Expulsion**

- A) Expulsion of a member from the Club may be accomplished only at a meeting of the Club membership following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article.
- B) 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.
- C) The defendant shall have the privilege of appearing in their 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 their own behalf if they wish.
- D) The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion.
- E) If expulsion is not so voted, the Board's suspension shall stand.

**ARTICLE VII**

**Amendments**

**Section 1.     Manner**

- A) Amendments to the Constitution and By-Laws may be proposed:
  - 1) By the Board;
  - 2) Or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. Such petition shall be promptly considered by the Board.
- B) Amendments proposed by petition, must be submitted to the members with recommendation of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.
- C) At the time of the vote the minority and the majority opinion of the Board shall be given.

**Section 2.     Required Vote**

This Constitution and By-Laws 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.     Effective Date**

No amendments of this Constitution and By-Laws that is adopted by the club shall become effective until it has been submitted to and approved by the Board of Directors of The American Kennel Club.

## **ARTICLE VIII**

### **Dissolution**

#### **Section 1.**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) 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 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 organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX**

### **Order of Business**

#### **Section 1. Membership**

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:

- 1) Reading minutes of last meeting
- 2) Report of President
- 3) Report of Corresponding Secretary
- 4) Report of Recording Secretary
- 5) Report of Treasurer
- 6) Report of A.K.C. Delegate
- 7) Reports of Committees
- 8) Election of Board and Officers (Annual Meeting)
- 9) Unfinished Business
- 10) New Business
- 11) Consideration and election of new members
- 12) Adjournment

#### **Section 2. Board of Directors**

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

- 1) Roll Call
- 2) Reading of the minutes of last meeting
- 3) Reports of Secretaries
- 4) Report of Treasurer
- 5) Report of A.K.C. Delegate
- 6) Reports of Committees
- 7) Appointment to fill vacancies, if necessary
- 8) Unfinished business
- 9) New business
- 10) Adjournment

## **ARTICLE X**

### **Governing Rules**

#### **Section 1**

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

Approved by Membership September 1, 2009 as approved by the AKC

David Leibitzke, President  
Frank Jansky, Vice President

September 2009