

CONSTITUTION AND BY-LAWS
of the
MANHATTAN KANSAS KENNEL CLUB

Article 1

Name and Objectives

Section 1. The name of the club shall be the Manhattan Kennel Club, Inc., hereafter referred to in this document as the “Club”.

Section 2. The object 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 dog shows, obedience trials, tracking tests, and to encourage sportsmanlike competition at such events; and

(c) to conduct sanctioned matches, dog shows, obedience trials, and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit, and no part of any parts or remainder of residue from dues or donations to the club shall insure 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 1

Membership

Section 1. Eligibility. There shall be three (3) types of membership open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

While Membership is to be unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders, exhibitors, and persons interested in the ownership of dogs in its immediate area.

- (a) Individual: Enjoy all club privileges including the right to vote and hold office.
- (b) Household: Household membership is open to two (2) adult members residing in the same household. Each person is eligible to vote and hold office.
- (c) Lifetime member: An Individual who has made significant contributions and outstanding service to the Club and Sport. This recognized member has been a member for 30 years, pays no dues but is eligible to vote and hold office. This type of membership shall only be awarded by majority vote of the Board.

Section 2. Dues. Membership dues shall be established by the Board of Directors and shall be payable on or before the 31st day of December. Membership dues not received by the treasurer on or before the 31st day of December are considered delinquent. A vote of two-thirds (2/3) or more of the Board of Directors, present and voting at a regular or special board meeting, shall be required to amend membership dues. Membership dues for new members shall be payable in full upon acceptance into the Club. During the month of November the Treasurer shall notify each member of his/her dues for the ensuing year. In no case may a person entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.

Section 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agree to abide by these Constitution and By-laws. The application shall state the name, address and occupation of the applicant, and the requirements for membership. The President shall be required to notify the applicant regarding acceptance as a member of the Club within three days of said determination. If accepted, dues will be payable as specified in Article 1, Section 2.

Section 4. Termination of Membership. Membership may be terminated.

- a) By Resignation. Any member in good standing may resign from the Club upon written notice to the Recording 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 ninety (90) days after the first day of the fiscal year; however, the Board of

Directors may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases.

- c) By Expulsion. A membership may be terminated by expulsion in Article VI of these by-laws. No part of the annual dues shall be refunded to a member whose membership is terminated in any way. The interest of any member in the property of the Club ceases with the termination of his/her membership.

Article II

Meeting and Voting

Section 1. Club Meetings. Regular meetings of the Club shall be held in the immediate vicinity of the city of Manhattan, Kansas at such time and place as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or electronically mailed by the Recording Secretary at least five (5) days prior to the date of the meeting. The quorum for such 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 Recording Secretary upon receipt of a petition signed by five members of the club who are in good standing.

Such special meetings shall be held in the immediate vicinity of the city of Manhattan, Kansas, and at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or electronically mailed by the Recording Secretary at least five (5) 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. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held in the immediate vicinity of the City of Manhattan, Kansas on such dates as shall be deemed necessary by the President for the transaction of Board business, and at such hour and place as may be designated by the President. The Board of Directors shall meet at least quarterly. Written notice of such meeting shall be mailed or electronically mailed by the Recording 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 of Directors.

Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the board. Such special meetings shall be held in the immediate vicinity of the City of Manhattan, Kansas, at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or electronically mailed by the Recording 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 thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

Article III **Directors and Officers**

Section 1. Board of Directors. The Board of Directors, hereafter referred to in this document as the "Board", shall be comprised of the President, Vice President, Corresponding and Recording Secretaries, Treasurer and three (3) other persons, all of whom shall be elected for one-year terms, at the Club's annual meetings as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors; which may include but is not limited to creating non-aligned affiliations and other revenue producing projects.

Section 2. Offices. The Club's officers, consisting of the President, 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 Board, and conduct the meetings in accordance with the customary and accepted parliamentary procedure. He/She shall appoint all committees as may be necessary to expedite the business of the Club. He/She shall perform such duties and have such powers normally specified to the Office of President in addition to those particularly specified in the constitution and by-laws. The President shall either be or designate someone as representative to the American Kennel Club.

- b) The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity. He/She shall oversee and direct various projects and activities sponsored by the Club. He/She shall chair these activities, or appoint someone to chair any or all of these activities.
- c) There shall be two (2) secretaries: a Corresponding Secretary and a Recording Secretary.
- 1) The Corresponding Secretary shall have charge of the correspondence dealing with the promotion and sponsored activities of the Club.
 - 2) The Recording Secretary shall keep a record of all organizational matters of which a record shall be ordered by the Club. These are to include all minutes of the Club and Board of Directors meetings, notification to members of meetings, keeping attendance records for notification to members of meetings, keeping attendance records for those individuals making application to the Club, announcing by roll call at each Club meeting those members currently in good standing, notifying Officers and Directors of their election to office, and keeping a roll of the members of the Club with their addresses. He/She shall carry out such other duties as are prescribed in this Constitution and By-laws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt therefore. He/She shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His/Her books shall at all times be open to inspection by the Board, and he/she shall report to them at every meeting the condition of the Club finances, and every item or receipt or payment not before reported; and at the annual meeting he/she shall render account of all moneys received and expended during the previous fiscal year. All bills shall be submitted to the President or Vice President for approval before payment by the Treasurer. All moneys in excess of five hundred dollars (\$500) shall be paid by the Treasurer only upon approval by the Board. The Treasurer shall be bonded at the expense of the Club. An internal annual audit shall be conducted by a committee approved by the board after elections of the Treasurer and prior to the beginning of the new term of office.

Section 3. Ex officio members of the Board shall consist of Training Director, Show Chair and Judges Chair. Term of office shall be permanent as long as the person wishes to remain in office and as long as he/she receives a "vote of confidence" from the membership. This vote will be taken each year at the time of the general election. A vote of

confidence shall be defined as a simple majority of the members present and voting.

(a) The Training Director shall be responsible for all aspects of the training classes sponsored by the Club. If the current Training Director does not receive a vote of confidence or resigns the chair, the Board would serve as nominating committee with nominations also to be received from the floor and presented at the meeting after the general election at which the vote of confidence failed. The Training Director serves as an ex officio member of the Board and may not vote any issues before the Board.

(b) The Show Chairman shall be responsible for all activities of any licensed show sponsored by the Club. If at any time during the elected year the Show Chairman can not perform the duties required by this office, the Board shall by a majority vote of those present appoint a Club member to serve as temporary Show Chairman until the elected Show Chairman is able to resume the duties of the office. If the current Show Chairman does not receive a vote of confidence or resigns the chair, the Board would serve as a nominating committee with nominations also to be received from the floor and presented at the meeting after the General election. The Show Chairman serves as an ex officio member of the Board and may not vote on any issues before the Board.

(c) The Judges Chairman shall be responsible for the selection of all judges for any licensed show sponsored by the Club and may also schedule up to four judges for the show following his/her term of office. If at any time during the elected year the Judges Chairman can not perform the duties required by this office, the Board shall by a majority vote of those present appoint a Club member to serve as temporary Judges Chairman until the elected Judges Chairman is able to resume the duties of the office. Term of office shall be for a period of one (1) year commencing in November of the year following election. The Judges Chairman serves as an ex officio member of the Board and may not vote on any issues before the Board.

Section 4. Eligibility of Officers and Board Members. No person shall be eligible to be an officer or member of the Board who shall not have been an active member of the Club in good standing for six (6) months or more preceding the annual meeting of the Club at which the general election is held.

Section 5. Attendance of Officers and Board Members. Any Club officer or member of the Board who misses three (3) meetings in succession or fifty percent (50%) of the meetings during the year shall be deemed to have resigned his/her office in the Club.

Section 6. Vacancies. The President shall have the duty and responsibility of placing before the Board the name(s) of one or more candidates to fill any and all vacant position(s) on the Board or among the officers during his/her term of office. Each such candidate shall be required to satisfy the conditions of eligibility as stated in Article III; Section 3. Such vacancies shall be filled until the next annual election by a majority vote of the remaining Board members who are present and voting at the 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 as detailed in this selection.

Article IV

The Club Year, Meeting, Election

Section 1. Club Year. The Club's fiscal year shall be begin on the 1st day of January and end on the 31st day of December.

The Club's official year shall begin 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 October at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office at the next regular Club meeting and each retiring officer shall return turn over to his/her successor in office all properties and records relating to that office within thirty (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 three (3) 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. A candidate in a Club election must have been nominated and may accept the nomination for only one major elective office (President, Vice President, Corresponding Secretary, Recording Secretary, or Treasurer). During the month of July, the President shall select a nominating committee consisting of three (3) members, one of which must be an Officer or member of the Board, and two (2) alternates. The President shall immediately notify these committee members and alternates of their selection. The President shall name a Chair for the

committee whose duty shall be to call for a committee meeting to be held on or before August 15 of the current year.

- a) The committee shall be required to meet in private, at least once, on a mutually agreeable date. A quorum for this meeting shall be three (3) persons consisting of the Chair, and the remaining two (2) committee members. In the absence of one (1) or both of the committee members the Chair shall notify and have present a sufficient number of alternate to fulfill the quorum requirement. The committee shall nominate one (1) or more candidates for each office, and three (3) or more candidates for the three (3) positions on the Board. The Chair shall notify each person of their nomination within five (5) days of the committee meeting.
- b) Any person so nominated who refuses to be a candidate shall notify the Chair of the nominating committee within two (2) days of the date of the nominating committee's notification.
- c) The Chair of the nominating committee shall submit to the Presidents, in writing, the completed list of candidates at least two (2) weeks prior to the September regular meeting.
- d) At the September regular meeting, the Chair of the nominating committee, or a duly authorized representative, shall place in nomination the slate of officers and Board agreed upon by the committee. The President shall then recognize additional nominations from the floor. The President shall notify each person of their nomination from the floor within five (5) days of the September meeting. Any person nominated from the floor who refuses to be a candidate shall notify the President within two (2) days of their notification of their nomination. The President shall provide to the Recording Secretary the complete list of candidates on or before October 1st of the current year. The Recording Secretary shall publish the complete list in the subsequent newsletter.
- e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article V

Committees

Section 1. Standing Committees. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, agility trials, obedience trials, trophies, annual prizes, membership drives 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 *assist* on particular projects.

Section 2. Committee Appointment Termination. Any committee appointment(s) may be terminated by a vote of not less than two-thirds (2/3) of the Board who are present and voting on such issue. Written notice to the appointees(s) advising of such termination shall be made by the President. The Board may appoint by a majority vote of those present and voting successor(s) to those person(s) whose service(s) 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. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of ten dollars (\$10) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording 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 own defense and bring witnesses of he/she wishes. In no instance shall either the complainant or defendant be allowed to cast a vote on this matter and shall not be present during the vote.

Section 3. Board Hearings. The Board by a majority vote of those present and voting shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. In no instance shall either the complainant or defendant be allowed to cast vote on this matter. 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 and voting, suspend the defendant from all privileges of the Club for not more than six (6) 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/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 written form and filed with the Recording Secretary. The Recording Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any. In no instance shall either the complainant or defendant be allowed to cast a vote on this matter and shall not be present during the vote.

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/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 membership shall then vote by secret written ballot on the proposed expulsion. A vote of two-thirds (2/3) or more of those members present and voting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII.

Amendments

Section 1. Amendments. Amendments to the constitution and by-laws may be proposed by the Board or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

Section 2. Amended Constitution. The constitution and by-laws may be amended by a vote of at least two-thirds (2/3) 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 received by each member at least two (2) weeks 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 two-thirds (2/3) of the members in good standing as determined by a roll call announcement. In the event of the dissolution of the Club other than for the purposes of reorganization, whether voluntary or involuntary, or by operation 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. Club Meetings. 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 Board
Report of President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business
Election of Officers and Board (at the annual meeting)
Adjournment

Section 2. Board of Directors. At meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present and voting, shall be as follows:

Roll Call
Reading of Minutes from Last Meeting
Report of Recording Secretary
Report of Corresponding Secretary
Reports of Treasurer
Unfinished Business
Election of New Members

New Business
Adjournment

Section 3. Parliamentary Procedure. The latest edition of “Robert’s Rules of Order” shall be accepted as the basis parliamentary procedure and parliamentary authority in all matters of the Club, not specifically covered in these by-laws.

Master copy with Kay Cassella, revised: 10-12-08 approved: 10-12-08