



MARSHFIELD AREA KENNEL CLUB CONSTITUTION

ARTICLE I - NAME AND OBJECTS

Section 1. The name of the club shall be the Marshfield Area Kennel Club.

Section 2. The objects of the club shall be:

- (a) To further the advancement of all breeds of purebred dogs.
- (b) To do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage sportsmanlike competition.
- (c) To conduct sanctioned matches, dog shows, obedience trials, agility trials, tracking tests and any AKC events 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 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 objects.

BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1. Eligibility. There shall be three types of memberships open to all persons who are in good standing with the American Kennel Club and who subscribe to the purpose of this club.

- (a) Individual - Enjoys all privileges of the club including voting and holding office.
- (b) Family - Any persons within the same household. Adult members shall each have one vote.
- (c) Junior - Open to persons under 18 years of age. Junior members may not vote or hold office. They may automatically convert to regular membership upon reaching their 18th birthday.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 2. Dues. Dues shall be reviewed and the rate set for the ensuing year by the Board of Directors during its October meeting. Dues shall not exceed \$200 for family memberships, \$150 for individual adult memberships, and \$100 for junior memberships. Dues notices will be sent to members by the Treasurer by the November membership meeting. Dues will be payable on or before December 15th. No member may vote in the annual election whose dues are not paid for the current 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 this constitution and by-laws and the rules of the American Kennel Club. The application shall carry the endorsement of two non-related voting members in good standing.

All applications will be filed with the Secretary. Each application is to be submitted to the Board of Directors for approval. At the next general club meeting that the applicant attends, the application will be voted upon. Affirmative votes of 2/3 of the members present shall be required to elect the applicant. Voting will be by secret ballot but may be dispensed of by successful motion of members present.

Applicants for membership who have been rejected by the Club may not reapply 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. Due's obligations are considered a debt to the Club, and they become incurred on the first day of club's fiscal year.
- (b) BY EXPULSION. Membership may be terminated by expulsion as provided in Article VI of these by-laws.
- (c) BY LAPSING. Membership will be lapsed and automatically suspended if such member's dues are unpaid 60 days after the first day of club's 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 member be entitled to vote at any club meeting whose dues are unpaid as of the date of the meeting.

ARTICLE II - MEETINGS AND VOTING

Section 1. Club Meetings. Meetings of the Club shall be held on such date, hour and place designated by the Board of Directors. All meetings will be held within the greater Marshfield area, in person, or via audio/video conferencing. The quorum for such meetings shall be twenty percent of the members in good standing.

Section 2. Special Club Meetings. Special Club meetings may be called by the President or a majority vote of the members of the Board who are present and voting at any regular or special meetings of the Board, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at a place, date, hour, and manner (in person or via audio/video conferencing) as may be designated by the person or persons authorized herein to call such meetings. Written notice of



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such meetings shall be posted to the Club's email group, by the Secretary at least five days and not more than fifteen 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 have twenty percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held on such date, hour and place designated by the board of directors. Meetings may be held in person or via audio/video conference. 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, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Marshfield area, either in person or via audio/video conferencing, at a place, date, and hour as may be designated by the person authorized herein to call such a meeting. The quorum for such a meeting shall be a majority of the Board.

Section 5. Voting. Each adult member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which they are present. Proxy voting will not be permitted at any club meeting or election. Electronic voting is permitted for the annual officer and Board member elections. Ballots will be provided at least 2 weeks before the annual meeting.

ARTICLE III - DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons, all of whom shall be members in good standing. The five elected directors shall hold two-year terms, two members to be elected one year and three members the following year. Election years shall be staggered to provide continuity of direction. The immediate past president shall serve on the Board ex-officio in an advisory capacity as provided in Section 2(e). 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 regarding the Club and its meeting and the Board and its meeting. President, Vice-President, Secretary, and Treasurer shall be elected for two-year terms at the Club's annual meeting as provided in Article IV. Election years shall be staggered to provide continuity of direction, with the President and Secretary being elected in one year and the Vice President and Treasurer being elected in the following year.

- (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 powers and exercise the duties of the President in case of the President's death, absence, or incapacity. The Vice-President will track member meeting attendance and volunteer activity.
- (c) The 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, provide ballots for the annual elections, in charge of correspondence, notify members of meetings, notify applicants of their election or rejection to membership within ten (10) days of such action, 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 by these by-laws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt, therefore. They shall deposit the same in a bank designated by the Board, in the name of the club. The Treasurer's books shall always be open to inspection of the Board and the treasurer shall 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 shall render an account of all moneys received and expended during the previous calendar year. The Treasurer shall be responsible for the filings of such papers regarding the finances of the Club as may be required and during the month of November, the Treasurer, or duly authorized representative, shall send to each member a statement of his dues for the ensuing year. The Treasurer may be bonded in such amount as the Board of Directors shall determine, and the cost of such bonding shall be considered an expense of the club. Books shall be audited each January by a group of three members (one Board member and two members at large).
- (e) The immediate past president shall attend all Board meetings, for a period of one year, without vote, except in cases of tie votes the immediate past president shall cast the tie-breaking vote. The immediate past president shall counsel with the new Board members on matters which occurred during the preceding administration and assist with the continuity of successful endeavors of the Club.

Section 3. Vacancies. Any vacancy occurring on the Board 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



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automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the board.

ARTICLE IV - THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall be a calendar year, beginning on the first day of January and ending on the last day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting to be conducted between December 15th and January 15th and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be conducted between December 15th and January 15th at which officers and directors for the ensuing year shall be elected. Elections may be either a secret electronic ballot or a secret paper ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.

Section 3. Elections. The nominated candidate (candidate(s) in the case of the Board member positions) receiving the greatest number of votes for each office and Board position shall be declared elected. In the event of a tie vote, additional votes shall be taken for that position; all nominated candidates for that position shall be included in such ballots. The ballots shall be retained for thirty days by the Secretary.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a nominating committee of three members and one alternate, not more than one of whom may be a Board member. One of these shall be designated as Chairperson. The Secretary shall immediately inform the committee members and alternate of their selection. It shall be the duty of the Chairperson to call a committee meeting on or before October 15th.

- (a) The nominating committee shall nominate one candidate for each office and 2 or 3 as needed, to fill expiring Board positions; and after securing the consent of each person so nominated shall immediately report their nominations in writing to the Secretary.
- (b) Upon receipt of the nominating committee's report, the Secretary or duly authorized representative shall, at least two weeks prior to the November meeting, notify each member, in writing, of the candidates so nominated.
- (c) Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the

proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE V - COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it in particular projects. All 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 any 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 Secretary together with a deposit as specified by the board which shall be forfeited if such charges are not sustained by the Board following a 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 interest 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 or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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 their own defense and bring witnesses if they wish.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained



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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 (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 a case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion. The 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 on 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 on their own behalf if they so wish. 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. 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 a written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) 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 (2/3) 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 by the Secretary at least fifteen days prior to the date of the meeting. Voting on Amendments will be by secret ballot.

Section 3. No amendment to the constitution and by-laws that is adopted by the Club shall be in conflict with any of the then existing constitution, by-laws, rules, or regulations of the American Kennel Club.

ARTICLE VIII - DISSOLUTION

Section 1. Dissolution. The Club may be dissolved at any time with the written consent of not less than two-thirds (2/3) of the members. In the event of dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization or organizations for the benefit of dogs selected by the Board of Directors.

ARTICLE IX - ORDER OF BUSINESS

Section 1. At the meeting of the Club, the order of business, so far as character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meetings
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Elections of Officers and Board Members (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Roll Call
- Minutes of the last meetings
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE X – ORDER OF BUSINESS

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt.

Amended January 1, 2025