

**CONSTITUTION
AND BYLAWS OF THE ST. CROIX VALLEY KENNEL CLUB, INC.**

Adopted January 4, 2000

Revised July 6, 2004

**Originally approved by the American Kennel Club February 1, 2000
Revisions approved by the American Kennel Club September 15,
2004**

**CONSTITUTION
ARTICLE 1**

SECTION 1. The name of the club shall be St. Croix Valley Kennel Club.

SECTION 2. The objects of the club shall be:

- To further the advancement of all purebred dogs
- To do all in its power to protect and advance the interest of all breeds of purebred dogs and to encourage sportsman-like competition at dog shows, obedience trials and other sanctioned AKC events
- To conduct sanctioned matches, dog shows, obedience trials and other sanctioned AKC events under the rules 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 bylaws as may be required to carry out these objects.

**BYLAWS
ARTICLE 1**

Membership

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

- **Regular Member** – eligible to vote and hold office
- **Life Member** – Persons who have been Regular Members of the club for twenty (20) consecutive years. Eligible to vote and hold office.
- **Associate Member** – Persons who want a connection to the club, receive the monthly newsletter, are eligible for annual awards, but are **NOT** eligible to vote or hold office. Regular members may change to associate membership at any time. Associate members must complete the full application process to become regular members.

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. Membership dues shall not exceed \$25 per year, payable on or before the first day of February each year.

- **Regular member** – Full dues, per person.
- **Life member** – Dues shall be (0).
- **Associate member** – Dues shall be one-half (1/2) the amount of regular dues.

No member may vote whose dues are not paid for the current year. During the month of October the Board must act if the dues are to be changed for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two (2) members in good standing. Accompanying the application the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary and each application is to be read at the first meeting of the club following its receipt at which the applicant is present. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the regular and life members present and voting by secret ballot at that meeting shall be required to elect the applicant.

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

SECTION 4. Termination of Membership. Memberships may be terminated:

- **By resignation.** Any member in good standing may resign from the club upon written notice to the Corresponding 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.
- **By lapsing.** A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to such delinquent in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of the meeting.

- **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II Meeting and Voting

SECTION 1. Club Meetings. Meetings of the club shall be held each month in Stillwater, Minnesota (or within the Greater Stillwater Minnesota area) at such place, date and hour as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for each meeting shall be twenty (20) percent of the regular and life 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 (5) regular and life members of the club who are in good standing. Such special meetings shall be held in Stillwater, Minnesota (or within the Greater Stillwater, Minnesota area) 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 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 (20) percent of the regular and life members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held each month in Stillwater, Minnesota (or within the Greater Stillwater, Minnesota area) at such place, date and hour as may be designated by the Board. Written notice of each such meeting shall be 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.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in Stillwater, Minnesota (or within the Greater Stillwater, Minnesota area) at such place, date and hour as may be authorized by the person authorized herein to call such meeting. Written notice of such meeting shall be 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. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each regular and life 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 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 shall be comprised of seven (7) persons all of whom shall be members in good standing and all of whom shall be elected for two (2) year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. Four (4) members shall be elected in the even numbered years and three (3) members shall be elected in the odd numbered years. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The club's officers consisting of the President, Vice-President, Recording 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.

- 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 Bylaws.
- The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- The Recording Secretary shall keep a record of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the club, notify members of meetings, notify officers and directors of their election to office, keep a role of the members of the club with their addresses, and carry out other duties as are prescribed in these Bylaws.
- The Corresponding Secretary shall have charge of the correspondence, notify members of their election to membership and carry out other duties as are prescribed in these Bylaws.
- The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board in the name of the club. The books shall at all times be open to the inspection of the Board and a report shall be given at every meeting of the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended

during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. All obligations of the corporation shall be paid by check and all checks shall be signed by either the Treasurer or the President. And audit shall be conducted before the books are turned over to the incoming officers.

- The offices of Recording Secretary and Treasurer or Corresponding Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and three (3) other persons.

SECTION 3. Delegate to the American Kennel Club. The AKC delegate will represent the club at all meetings of the American Kennel Club. The AKC delegate will be elected for a term of two (2) years by the membership. Election for the AKC delegate will be held in the odd-numbered years.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the first day of February and end on the last day of January. 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 January at which the Board of Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The nominated candidates receiving the greatest number of votes for positions on the Board shall be declared elected. The Board of Directors shall elect the club's new officers at their first meeting following the election and the new officers shall take office at the next monthly meeting.

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 consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Recording Secretary shall immediately notify the Committee and alternates of their selection. The Board shall name a chair for the Committee and it shall be such person's duty to call a Committee meeting, which shall be held on or before October 10th.

- The Committee shall nominate one (1) candidate for each position on the Board, and for AKC delegate who may but need not be an officer or director of the club, and after securing the consent of each person so nominated shall immediately report their nominations to the Recording Secretary in writing.
- Upon receipt of the Nominating Committee's report, the Recording Secretary shall before October 15th notify each member in writing of the candidates so nominated.
- Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- 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, obedience trials, trophies, annual prizes, membership 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 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; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the 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 \$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 that 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 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 if he/she wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the 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 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 punishment is expulsion. In such 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 finding 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.

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 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 finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret 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 Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty (20) percent of the regular and life members 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 Recording Secretary for a vote within three (3) months of the date when the recommendation was received by the Recording Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the regular and life 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. No amendment to the Constitution and Bylaws that is adopted by the club shall become effective until it has been 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 the event of the dissolution of the club other than for the 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
Approval of Expenses

SECTION 1. All expenditures of club funds shall be approved either by majority vote of the Board or by majority vote of the members present at a general meeting. The Board may authorize guidelines for the Treasurer to disburse funds for emergency expenditures between meetings. Such expenditures shall be submitted for formal approval at the next meeting of the Board.

ARTICLE X
Order of Business

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

Roll Call
Minutes of last meeting
Report of President
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of committees
Election of officers and Board (at annual meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

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

Reading of minutes of last meeting
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

ARTICLE IX
Parliamentary Authority

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 bylaws and any other special rules of order the club may adopt.