

Penobscot Valley Kennel Club, Inc.
Constitution and By-laws

revised passed: September 4, 2007

effective: October 29, 2007

Constitution

Article 1: Name and Objects (Objectives?)

Section 1: The name of this club shall be "Penobscot Valley Kennel Club, Inc"

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 interest of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows and obedience trials.
- c) to conduct sanctioned matches, all breed shows and obedience trials 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 1: Membership

Section 1: Eligibility - There shall be four types of membership open to all persons who are eighteen years of age or older, are in good standing with the American Kennel Club, and who subscribe to the purpose of this club.

- a) Regular - anyone who is 18 years of age or older. This type of member may vote and or hold office.
- b) Household - Two adults residing in the same household. Each is entitled to a separate vote and to hold office.
- c) Life member - A life member in the club is awarded by vote of the Board of Directors in recognition of distinguished service to the club. Life members shall be considered the highest honor the club can bestow and shall be awarded with great discretion. A life member shall be accorded all privileges of a regular member but shall be forever exempt from payment of all dues and assessments levied by the club. Any member of the club may submit the name of a candidate for the life membership to the Board of Directors for consideration.
- d) Junior membership may be offered to youngsters 10 through 17 years of age. The junior member 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 within the Bangor and adjacent communities.

Section 2: Membership shall consist of four categories: regular, household, life and junior membership. Dues are payable on or before the first of January each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer, shall provide a statement to each member stating their dues for the ensuing year and any remaining club debt for the past year. The amount of dues shall be set by the Board of Directors and ratified by two-thirds of the membership present and voting at the November club meeting.

Section 3: Election of 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 the Constitution, By-laws and Code of Ethics of the PVKC, as well as the rules and regulations of the AKC. The application shall be completed in its entirety and shall carry the endorsement of two members in good standing and shall be voted upon by secret ballot. The overwhelming majority, 2/3rds, of the members present and voting at the meeting shall be required to elect the applicant. Accompanying the applications, the prospective member shall submit dues payment for the current year, except applicants accepted after October 1st, dues will apply for the following year.

- a) All applications are to be filed with the Secretary and each application is to be read at the meeting of receipt. Prior to the next meeting, the applicant's name and breed(s) etc. are to be published in the club newsletter.
- b) 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:

- a) By resignation - Any member in good stand may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- b) By lapsing - A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the club's fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.
- c) By expulsion - A membership may be terminated by expulsion as provided in Article 6 of these By-laws.

Article 2 Meetings and Voting

Section 1: Club Meetings - Meetings of the club shall be held within the greater Bangor, Maine area on the first Tuesday of each month, at such hour and place as may be designated by the Board of Directors. It shall be the responsibility of the Secretary to see that a notice of each meeting is mailed first class mail at least 10 days prior to date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

Section 2: Special Club Meetings - Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called 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 within the greater Bangor, Maine area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be made by the Secretary at least 5 days and not more than 5 days prior to the meeting, and such notice shall state

the purpose of the meeting, and or other club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3: Board Meetings - Meetings of the Board of Directors shall be held within the greater Bangor, Maine area. The meetings shall be held every other month or in more frequency as is necessary to execute the club affairs. Notice of each such meeting shall be made by the Secretary at least five (5) working 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 Board meetings of the Board 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. Special meetings shall be held within the greater Bangor, Maine area at such place, date and hour as may be designated by the person authorized herein to call such a meeting. The Secretary, at least five (5) working days and not more than fifteen (15) working days prior to the date of the meeting, shall make notice of such meetings. Any such notice shall state the purpose of the meeting and no other business may be transacted thereat. A 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 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 3: Directors and Officers

Section 1: Board of Directors

- a) The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, the immediate Past President (who shall have full voting rights), and four (4) members at large all who shall be members in good standing. They are elected at the club's annual meeting as provided in Article 4 and shall serve until their successors are elected. The Board of Directors shall be responsible for the general management of the club's affairs.
- b) The terms of office for President and Vice President will be on going, until said person resigns declines the nomination or is voted out of office. To be elected every two (2) years. Secretary and Treasurer are terms of two (2) years. Past President will be for one (1) year following the end of their term if not elected to another office.
- c) The four (4) members at large of the Board of Directors shall hold office for a term of two (2) years. Two (2) elected each year so that two shall hold over from one year to the next.

Section 2: Officers - The club's officers, consisting of the President, Vice President, Secretary, 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 and the Vice-President shall hold office as nominated and voted by the general membership. The President shall preside at all meetings of the club and of the Board, and shall have the duties and the powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws. The President may speak for the club, and may disburse its funds in pursuit of the club's objectives, but is jointly responsible with the Treasurer for the proper handling of any club funds. President shall be bonded in amount determined by the Board, the expense to be born by the club.

- b) The Vice-President shall be assuming the duties of the President when he/she is unable to discharge them. And in the Vice-President's absence the Senior Board Member (past President) will preside.
- c) The Secretary shall keep a record of all meetings and of the Board and all matters of which the club shall order a record. She/He shall have charge of all correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their address and carry out such other duties as prescribed in these by-laws. Her/His address is the official address of the club. (Needs to be changed).
- d) The Treasurer shall collect and receive all moneys due or belong to the club. She/he shall deposit the same in the bank designated by the Board, in the name of the club. Her/His books shall at all times be open to inspection by the Board and she/he shall report to the membership at every meeting the condition of the club's finances and every item of receipts or payment not before reported; at the annual meeting she/he shall render an account of all moneys received and expended during the previous year. The Treasurer shall be bonded in the amount, as the Board of Directors shall determine.

Section 3: Vacancies

- a) Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by the majority vote of the members of the Board at the first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose.
- b) Any member of the Executive Board (all elected officials) missing three consecutive Board meetings may be replaced by the remaining members of the Board. The new members of the Board will fulfill the remaining term of office
- c) Vice President will automatically fill a vacancy in the office of President and that the resulting vacancy in the office of Vice President shall be filled by the Board.

Article 4: The Club Year, Annual Meeting, Elections

Section 1: The Club Year - The club fiscal year shall begin on the first day of January and end the 31st day of December. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the next annual meeting.

Section 2: Annual Meeting - Then annual meeting shall be held in the month of December at which Officers and 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 at the January meeting and each retiring officer shall turn over to his successor in office all properties and records to that office within thirty (30) days after election

Section 3: Elections - The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

Section 4: Nominations - No person may be a candidate in a club election that has not been nominated by the month of September. The Board shall select a Nominating Committee consisting of three (3) members, no more than one (1) of whom may be a member of the Board. They shall immediately notify the committee members of their selection. The Board shall name a chairperson for the committee and it shall be her/his duty to call a committee meeting.

- a) The committee shall nominate at least one (1) candidate for each office and position on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing and to be printed in the October newsletter.
- b) Additional nominations may be made at the November meeting by any member in attendance provided that the person nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting; her/his proposed shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the nominating committee.
- c) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article 5: Committees

Section 1: The Board may each year appoint a standing committee 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 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 service have been terminated.

Section 3: Standing committees shall be but not limited to: Public Education Coordinator, Point Show, Audit Committee, Nominating Committee, Hospitality Committee, Program Committee, Ways and Means, Publicity Committee, Annual Awards.

Article 6: 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 interest of the club. (language not changed but subsections added for clarity)

- a) Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25 which shall be forfeited if such charges are not sustained by the Board following a hearing.
- b) The Secretary shall promptly send a copy of the charges to each Board member 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; or it may refuse to entertain jurisdiction.
- c) If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter.

- d) The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her defense and bring witnesses if he/she wishes.

Section 3: Board Hearing – (subsections added for clarity – no change in wording)

- a) The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.
- b) Should the charges be sustained, after hearing all evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present to either reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing.
- c) 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 fellow members at the ensuing club meeting which considers the Board's recommendations.
- d) 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 - Expulsion of a member from the club may be accomplished only at a meeting of the Quo 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 held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. (No language change, only subsections added for clarity)

- a) The defendant shall have the privilege of appearing on his/her behalf, though no evidence shall be taken at this meeting.
- b) The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her behalf if he/she wishes.
- c) 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 7 Amendments

Section 1: Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 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 membership 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 secret vote of 2/3rds 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 (14) days prior to the date of the meeting.

Article 8 Dissolution

Section 1 Dissolution - The club maybe dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In event of the dissolution of the club, other than for the purposes of reorganization, whether voluntary 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 final payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs. This organization shall be selected by the Board of Directors.

Article 9 Order of Business

Section 1 Club Meeting - at meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as:

- Roll Call
- Summary of Last Board Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees: as follows:
 - Public Education, Program, Hospitality, and other committee reports as necessary
 - Election of Officers and Board (annual meeting)
 - Election of New members
 - Unfinished business
 - New Business
 - Adjournment

Section 2: Board Meeting - at meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

Article 10 Parliamentary Authority

Section 1 - The rules contained in the current edition of Roberts 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.