

Walla Walla Kennel Club



Constitution And By-Laws

As revised October 2015

Constitution and By-Laws
Walla Walla Kennel Club, Inc.

Ratified by the Members of the Walla Walla Kennel Club
September 21, 2005
May 18, 2011
October 21, 2015

Approved by the AKC®
April 2016

Elections of new members
 Unfinished business
 New business
 Adjournment
 Program

SECTION II

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

Reading of the minutes of last meeting
 Report of Secretary
 Report of Treasurer
 Report of Committees
 Unfinished business
 Election to fill Board vacancy
 New Business
 Adjournment

ARTICLE XI
Parliamentary Authority

SECTION I

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 the by-laws or special rules of order which this CLUB may adopt.

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ARTICLE I

Name and Objective

SECTION I

The name of the CLUB shall be:

WALLA WALLA KENNEL CLUB, INC.

SECTION II

The objective of the CLUB shall be:

- a) To further the advancement of all dogs.
- b) To do all in its power to protect and advance the interest of Dog Shows, including all AKC recognized and accepted performance events; and to encourage sportsman-like competition at such events.
- c) To conduct sanctioned matches, dog shows and any other performance events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

SECTION III

- a) The CLUB shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the CLUB shall inure to the benefit of any member or individual.
- b) To devote all income accruing to the CLUB to the above purposes or to make special bequests to income such charitable or civic organizations as shall be provided by majority vote of those members in attendance and voting at a CLUB meeting; and under no circumstances to pay a salary, fee, commission or dividend to any member.

SECTION IV

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.

SECTION III

No amendments to the Constitution and By-Laws of the Walla Walla Kennel Club (and AKC member Club) 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 IX

Dissolution

SECTION I

Dissolution:

The CLUB may be dissolved at any time by the written consent of not less than 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 as selected by the Board of Directors.

ARTICLE X

Order of Business

SECTION I

Order of Business: At general meetings of the CLUB, the order of business so far as character and nature of the meeting may permit, shall be as follows:

Introduction (roll call)

Minutes of the last meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

Elections of Officers and Board (at annual meeting)

SECTION IV

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 III of this ARTICLE. Such proceedings may occur at a regular or special meeting of the CLUB held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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. The defendant, if present will be invited to speak on their own behalf if they wish to do so. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII

Amendments

SECTION I

Amendments:

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary 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 members with recommendations of the Board by the Secretary for a vote within three months of the date the petition was received by the Secretary.

SECTION II

The Constitution and By-Laws may be amended by a 2/3 majority secret vote of the members in good standing present and voting at any meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting mailing at least two weeks prior to the date of the meeting.

ARTICLE II

Membership

SECTION I

Two types of membership:

[1] Voting and [2] Non-voting

[1] Voting members are: Individuals, Family and Life members in good standing.

Voting membership shall be open to all persons 18 years of age and older, who are in good standing with the American Kennel Club, the CLUB and subscribe to the purposes of the CLUB.

Life members are those individual who have been members of the CLUB for a minimum of 20 years. Life members pay no dues but are eligible to vote and hold office.

[2] Non-Voting members are: Junior and Honorary members.

Junior non-voting and non-office holding membership shall be open to children under 18 years of age who are in good standing with the American Kennel Club and their 4-H club. Junior membership will automatically convert to a voting membership upon their 18th birthday.

Honorary members are those individuals who have made significant contributions to the Sport, Breed or the CLUB; honorary members pay no dues and are not eligible to vote, but can maintain regular individual or Family membership if they pay dues.

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 geographical area.

Loss of voting privileges:

The unexcused absence of a voting member from three consecutive meetings or failure to volunteer and work at the annual dog show, unless excused by the Board of Directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal will be considered by the CLUB's Board of Directors. The difference in dues will be forfeited.

SECTION II

- a) Dues will be evaluated and assessed annually by the general membership.
 - Individual Membership shall not exceed (\$40.00) without By-Law revision.
 - Family Membership (a couple) shall not exceed (\$60.00) without By-Law revision.
 - Junior Membership shall not exceed (\$40.00) without By-Law revision.
- b) No member shall vote unless his or her dues are paid for the current year.
- c) Dues are collectable April 1st for the next official year (May 1st of the current year through April 30th of the next year).
- d) The dues notice will be posted in the monthly “Club Newsletter” in the April and May issues each year. A follow up notice may be sent by the Club Treasurer within 30 days of a member’s dues expiration.

SECTION III

Membership:

- Each applicant for membership shall be required to complete a Walla Walla Kennel Club Membership Application Form.
- Each applicant must attend at least one CLUB general membership meeting.
- Each application shall be accompanied by the necessary dues payment.
- Applications are to be filed with the CLUB Secretary and are to be reviewed at the first Board meeting of the CLUB following receipt.
- The application will be posted in the first “Club Newsletter” following receipt of the completed application.
- The application will be read at the next CLUB general membership meeting following this Board review and will then be voted on by the membership, with acceptance determined by secret vote of 2/3

the Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send one copy of the charges to each Board member or present them at the 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 interest of the CLUB, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter.

The Secretary shall promptly send a copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his own defense and bring witnesses if they wish.

SECTION III

Board Hearings:

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. 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.

If the Board deems that punishment is insufficient, it may also recommend to the membership penalty be expulsion. 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 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.

[d] Members of the nominating committee may be nominated for a CLUB office.

ARTICLE VI

Committees

SECTION I

The President, with the consent of the Board, may each appoint standing committees each year, to advance the work of the CLUB in such matters as dog shows, performance events, trophies, annual awards, membership and other fields which may be well served by the formation of committees.

Special committees may also be appointed by the President with the consent of the Board, to aid particular projects.

SECTION II

Any committee appointment may be terminated by majority vote of the full membership of the Board upon written notice to the appointee; and the President with the consent of the Board, may appoint successors to those persons whose services have been terminated.

ARTICLE VII

Discipline

SECTION I

AMERICAN KENNEL CLUB Suspension: Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this CLUB for a like period.

SECTION II

Charges:

Any member may infer charges against a member for alleged misconduct prejudicial to the best interest of the CLUB or the breed. Written charges with specifications must be filed in duplicate with

majority of the members present.

- New members joining between January 1st and April 30th will have their first dues payment applied to the upcoming membership year.

SECTION IV

Discontinuance of Membership:

- [a] By Lapsing: A membership will be automatically terminated if such member's dues remain unpaid after June 1st of each 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 CLUB meeting whose dues are unpaid as of the date of the meeting.
- [b] By Resignation: A member in good standing may terminate their membership by their written resignation 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. Resignations can be accepted via email in accordance with AKC policy and Washington state law, provided the sender's address is documented and is readily recognizable. Resignations can only be rescinded if they have not been announced or formally acted upon.
- [c] By Expulsion: A membership may be terminated by expulsion as provided in ARTICLE VII of this Constitution and By-Laws.

Reinstatement:

Any member whose dues have lapsed for less than 12 months may be reinstated by paying the required dues. If the lapsed time is more than 12 months, the reinstatement will be through the "New Membership" process as outlined in Section III above.

ARTICLE III
Meetings and Voting

SECTION I

CLUB Meetings:

Regular meetings of the CLUB shall be held a minimum of 6 times per year or as such other time as called by the Board of Directors and at such an hour and place in the greater Walla Walla area that is convenient to the CLUB members.

Written or email notice of each meeting will be given to the membership at least seven (7) days prior to the date of the meeting.

The quorum for such meetings shall be 20% of the voting membership.

SECTION II

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, or by the Secretary upon request of a petition signed by five CLUB members who are in good standing.

Such special meetings shall be held at such hour and place in the greater Walla Walla area as designated by the person or persons authorized herein to call such meetings.

Notice shall be given by the Secretary in accordance with ARTICLE III, Section I, which shall state the purpose of the meeting. No other CLUB business may take place at this special meeting, other than that which was listed in said notice.

The quorum for such meetings shall be 20% of the voting membership.

SECTION III

SECTION IV

Order of elections:

The order of elections shall be as follows: President, Vice President, Secretary, Treasurer and Board member.

The election shall be completed for each office before proceeding to the next office. The winning candidate for each office will be determined by simple majority of votes received.

SECTION V

Nominations:

No person may be a candidate in a CLUB election who has not been nominated.

[a] In December, the Board of Directors shall appoint a nominating committee of at least two members, one of which may be a current Board member, and appoint the committee chairperson.

This committee shall select their best nominees for each office and submit the list to the CLUB Secretary no later than January 15th. This list will be published in the February "Monthly Newsletter" prior to the February general meeting. All nominees must be represented as outlined in ARTICLE V, SECTION V, sub-part b.

[b] Nominations may be made only at the February meeting by any voting member in attendance provided that the person so nominated does not decline when their name is proposed and provided, further, if the proposed candidate is not in attendance at this meeting, his nominator shall present to the secretary a written statement from the proposed candidate signifying their willingness to be a candidate.

[c] Nominations may be made from the floor by voting members during the annual election meeting only if:

1. There are less than two (2) candidates available for an office.
2. A candidate not elected for the original office nominated, may be nominated for another office.

SECTION III

Vacancies:

Any vacancies occurring on the Board during the year shall be filled for the un-expired term of office by a majority vote of all then members of the Board at its first regular meeting following the creation of such vacancy.

ARTICLE V

The Club Year and Elections

SECTION I

CLUB Year:

The CLUB's fiscal year shall begin on the first (1st) day of January and end of the 31st day of December. The CLUB's official year shall begin on the first (1st) day of May and end on the 30th day of April.

SECTION II

Annual Elections:

The elections shall be held at the regular March meeting at which directors and officers for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with SECTION V of this ARTICLE.

Elected officials shall take office on the first (1st) day of the official year (May 1st). Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 10 days following the annual dog show. The newly elected officers shall work with the respective outgoing officers through the annual dog show.

SECTION III

Proxies:

Proxy voting will not be permitted at any CLUB meeting or election.

Regular Board Meetings:

Regular meetings of the Board of Directors shall be held prior to the monthly general membership meetings at such date, hour and place in the greater Walla Walla area as may be designated by the President. Board meetings may be held via video conference or telephone conference.

Notice of each Board meeting shall be given by the Secretary at least five (5) days prior to the date of the meeting.

The quorum for Board meetings shall be a majority of the Board members.

SECTION IV

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 two (2) members of the Board. Such special meetings shall be held at such an hour and place as convenient for the members.

Notice of such meeting shall be given by the Secretary no less than five (5) days prior to the scheduled special Board meeting. 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 Board members.

ARTICLE IV

Directors and Officers

SECTION I

Board of Directors:

- [a] All persons holding an office within the CLUB must be members in good standing of the CLUB.
- [b] The Board shall be comprised of: The President, Vice President, Secretary and Treasurer, all of whom shall be elected for a one year term and three (3) other elected persons whose three (3)

year terms shall be staggered with one term expiring each year.

All of these officers shall be elected at the CLUB's annual meeting as provided in ARTICLE V.

General management of the CLUB's affairs shall be entrusted to the Board of Directors.

Other members of the Board shall be:

- The immediate Past President, [as a non-voting advisor] for a one (1) year term immediately following their term in office.
- The Newsletter Editor as a non-voting member
- The Show Chairman [The capacity of the Show Chairman to be a voting member of the Board shall be determined by the Board each membership year.]

[c] The Board shall conduct an internal audit of the Treasurer's records annually.

[d] Should both members of a household be elected to a CLUB office, both members may NOT be allowed to co-sign on CLUB expenditures.

SECTION II

Officers:

The CLUB's Officers consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the CLUB and its general membership meetings and the Board and its meetings.

[a] The President should preside at all meetings of the CLUB and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in this Constitution and By-Laws.

[b] The Vice President shall have the power and exercise the duties of the President in case of the President's death, absence or incapacity and shall automatically assume the duties of the President upon the President vacating his/her office. The Vice President's vacancy shall be filled by the Board.

[c] The Secretary shall keep a record of all meetings of the Board, CLUB and of all matters of which a record shall be ordered by the CLUB. The Secretary shall have charge of all correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their elected office, keep roll of the members of the CLUB with their addresses and carry out such other duties as are prescribed in this Constitution and By-Laws. The Secretary will keep the Newsletter Editor informed as to all regular notices that require general publication.

[d] The Treasurer shall collect and receive all monies due or belonging to the CLUB and receipt therefore;

- The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of the CLUB.
- The Treasurer's books shall at all times be open to inspection by the Board and shall report to them at every meeting the condition of the CLUB's finances and every item received and expended during the previous fiscal year.
- The Treasurer shall assure that the current banking authorizations are maintained and that two (2) authorized signatures are required for all banking expenditures.
- Prior to May 1st of each year, the Treasurer shall complete and file federal tax forms and WA State non-profit forms with the Secretary of State.
- The Treasurer shall keep and maintain the list of current paid members and provide such list to the Secretary as updates are recorded.
- The Treasurer shall provide at the annual meeting an accounting of all incomes and expenditures for the previous year and provide the results of the annual internal audit.

[e] The AKC Delegate shall represent the CLUB's views on issues at the "AKC" meetings.

[f] The Newsletter Editor; As the Club Newsletter is the official club member notification document, the Editor will publish the "Club Monthly Newsletter" at least seven (7) days prior to all General Membership Meetings.