

COEUR D' ALENE DOG FANCIERS INC.

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME AND OBJECTS

Section 1. The name of the club shall be Coeur d'Alene Dog Fanciers Inc.

Section 2. The objects of the club shall be:

- a) To encourage and promote the knowledge and quality breeding of all breeds of purebred dogs and to do all possible to bring their natural qualities to perfection.
- b) To protect and advance the interest of all purebred dogs and to encourage sportsmanlike competition at dog shows and obedience trials.
- c) To conduct sanctioned matches, dog shows and obedience trials 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 By-Laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Eligibility There shall be three (3) types of membership.

1. Individual – Enjoys all privileges of the club including voting and holding office.
2. Household – Two adults residing in the same household. Each shall be entitled to a separate vote.
3. Lifetime – A member with twenty (20) years of continuous membership shall automatically become a Lifetime member with all privileges and rights without dues required.

Junior - A Junior membership shall be open to persons 10 through 17 years of age. The Junior member may not vote or hold office. Upon reaching their 18th birthday, a Junior member may graduate to Individual membership by payment of 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 area.

Section 2. Dues

All membership dues are payable on or before the first day of November of each year.

Individual Dues shall be a minimum of \$5.00 per year but not to exceed \$20.00 per year.

Household Dues shall be a minimum of \$10.00 per year but not to exceed \$30.00 per year.

Junior Dues shall be a minimum of \$2.50 per year but not to exceed \$10.00 per year.

No member may vote whose dues are not paid for the current year.

During the month of August the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

Each new member shall receive a copy of the Constitution and By-Laws.

Section 3. Election to Membership

Each applicant for membership shall apply on a form prescribed by the Board which states that the applicant agrees to abide by this Constitution and By-Laws and the rules of the American Kennel Club. The applicant shall state his/her name, address, phone no., area of interest, breed(s) of dogs, and in case of a junior applicant, their date of birth. Two (2) members who are in good standing must endorse the application. Accompanying the application, the prospective member shall submit dues payment for the current year. The application must be submitted at a regular scheduled meeting.

The Recording Secretary shall publish the names of applicants for membership in a meeting announcement. All applications are to be filed with the Recording Secretary and each application shall be read at the first Club meeting following its' receipt. At the next Club meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting by secret ballot at that meeting shall be required to approve the applicant. Applicants for membership who have been rejected by the Club may not reapply until six (6) months has elapsed.

Section 4. Termination of Membership

Membership may be terminated by:

a) 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.

b) Lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid ninety (90) days after the last day of October; however the Board may grant an additional sixty (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 November meeting.

c) Expulsion. A member may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

MEETINGS AND VOTING

Section 1. Club Meetings. Meetings of the Coeur d'Alene Dog Fanciers Inc. shall be held in the greater Coeur d'Alene area on the fourth Tuesday of each month, (except December), unless otherwise specified by the Board of Directors for cause, at such hour and place as be designated by the Board of Directors. Written notice of such meeting shall be sent by the Recording Secretary at least 10 days prior to the date of the meeting. The Quorum for such meetings 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 of the members of the Board, or shall be called by the Secretary upon receipt of a petition signed by five of the members in good standing. Such Special Meetings shall be held in the greater Coeur d'Alene area at such place, date, and hour as may be designated by the person or persons authorized herein to call meetings. Written notice of such meeting shall be sent by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and no other Club business may be transacted thereat. The Quorum for such 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 each month, (except December), in the greater Coeur d'Alene area on a date and place designated by the Board. The Board shall be notified in writing as to the time and place of these meetings by the Recording Secretary at least ten (10) days prior to the date of the meeting. A quorum for the Board meetings shall be a majority of the Board.

Section 4. Special Board Meetings. Special Board meetings may be called by the President, or shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board. Written notice of such meetings shall be sent to all members of the Board at least five (5) days prior to the proposed date of the meeting. Lesser prior notice may be given with the unanimous consent of the Board members. Such Special meeting shall be held in the greater Coeur d'Alene area at such place, date, and hour as may be designated by the person authorized to call such a meeting. 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, except as provided in Article 1, Section 1, Part 3, shall be entitled to vote at any regular 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 the officers and four other persons, "all of whom shall be members in good standing and all of whom shall be elected", for a total of nine (9) officers, all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors, however decisions of the Board may be overturned by the general membership.

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 at its' meetings and the Board of Directors at its' meetings.

- a) The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally pertinent to the office of President in addition to those particularly specified in these By-Laws.
- b) The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity.
- c) The Recording Secretary shall keep a record of all meetings of the Club and the Board, and of all matters of which a record shall be ordered by the Club. He/she shall notify new members of their election to membership, keep an accurate 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 Corresponding Secretary shall have charge of the correspondence of the Club, notify officers and Directors of their election to office and carry out such other duties as are prescribed in these By-Laws.
- e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank satisfactory to the Board in the name of the Club. The books shall be open at all times to inspection by the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported. At the annual meeting he/she shall render an account of all monies received and expended during the previous year. All Club checks require the signature of the Treasurer and the signature of one other officer. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- f) The Offices of the Recording Secretary and Corresponding Secretary may be held by the same person in which case the Board shall be comprised of the Officers and five (5) other persons.

Section 3. Vacancies.

Any vacancies on the Board or among the officers shall be filled by a majority of the board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. A vacancy in the office of President shall automatically be filled by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board as outlined above.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year

The Club's fiscal year shall begin on the first day of November and end on the last day of October. 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 October at which officers and 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 his 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 four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such position shall be declared elected.

Section 4. Nominations

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

During the month of July the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call an initial committee meeting, which shall be held on or before August 1st.

a) The Committee shall nominate one candidate for each office and four (4) candidates for each of the four (4) other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing,

b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before September 10th notify each member in writing of the Candidates so nominated. In no case may this notice be given less than 10 days prior to the next general meeting.

c) Additional nominations may be made at the September meeting by any member in attendance provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Corresponding 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 position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating Committee.

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

ARTICLE V

COMMITTEES

Section 1. The Board may each year appoint 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 positions 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 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 Corresponding Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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. 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 Corresponding Secretary shall promptly send one copy of the charges to the accused member that the defendant may personally appear in his/her own defense and bring witnesses if he/she wish.

Section 3. Board Hearing

The Board shall have complete authority to decide whether council 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 the 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 case, 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 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 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. The defendant shall have the privilege of appearing in his or 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 or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. Fifty percent (50%) of the membership 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 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 2/3 vote of the members present and voting at a regular or special meeting called for that 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 for the meeting. A Quorum of fifty percent (50%) of the membership is required.

ARTICLE VIII

DISSOLUTION

Section 1. Dissolution.

The Club may be dissolved at any time by written consent of not less than 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

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 the last meeting

Report of the President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Reports of the Committees

Election of Officers and Board (at annual meeting)

Election of new members*

Unfinished business

New business

Adjournment

*(This should come after the election of Officers and Board of Directors, if taken up at the annual meeting).

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 the Secretary

Report of the Treasurer

Reports of the Committees

Unfinished business

New Business

Adjournment

ARTICLE X

PARLIAMENTARY RULES

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 other special rules of order the Club may adopt.

Amended by the stipulated quorum, with the required 2/3 plurality, on September 22, 2009.

Jill Wilson, Secretary