

SARATOGA (N.Y.) KENNEL CLUB, INC.

CONSTITUTION

ARTICLE I. Name

Section 1. The name of the club shall be the "Saratoga (NY) Kennel Club, Inc."

ARTICLE II. Purposes

Section 1. The purposes of the club shall be:

- (a) to further the advancement of purebred dogs
- (b) to do all in its power to protect and advance the interests of all breeds of pure- bred dogs
- (c) to encourage sportsmanlike competition at dog shows, agility and obedience trials
- (d) to hold and support all AKC events for which the club is eligible under the Rules and Regulations of The American Kennel club.
- (e) to cooperate with other groups with similar aims

Section 2. 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 3. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

ARTICLE III: Government

Section 1. The general management of the Club shall be entrusted to the Board of Directors.

BYLAWS

ARTICLE I. Membership

Section 1. Eligibility. Membership in this club shall be open to all persons 18 years or older who subscribe to the purposes of the Club and who are in good standing with the American Kennel Club. There shall be three (3) types of membership: Regular, Junior and Honorary.

Section 2. Classifications of Membership

(a) REGULAR

- Available to all individuals over 18 years of age.
- Entitled to all rights and privileges of the club including the right to vote and hold office

(b) JUNIOR

- Available to all individuals between the ages of 9 and 17 years of age
- Entitled to all rights and privileges of the club, except the right to vote and hold office

(c) HONORARY

- Nominated by the Board of Directors for outstanding service and loyalty to dogs
- Approved by majority vote of members at a regular meeting of the Club
- Members shall pay 50% of dues, amount of REGULAR membership
- Entitled to all rights and privileges of the club including the right to vote and hold office

Section 3. Dues. Membership dues shall be set by the Board of Directors. Dues for Regular membership shall not exceed \$50 and Junior memberships shall not exceed \$25 per year. All dues shall be payable on or before the first day of January of each year. A dues notice shall be sent (emailed) to each member after November 1. If an applicant is accepted into the Club in the last quarter of the fiscal year, dues shall be considered paid through the following calendar year. The Board of Directors may, at its discretion, increase dues for the following year, but not more than 50%.

Section 4. Election to Membership.

(a) Each applicant shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and any other pertinent information as approved by Board of Directors and shall carry the endorsement of two members who are in good standing. Applications for membership may only be obtained in person at a meeting by the prospective applicant. Accompanying the completed application shall be dues payment for the current year.

(b) All applications are to be filed with the Membership Chairperson. The completed application (the information contained in the application) shall be published to all club members via email and the newsletter. All completed applications on file by the first of each month will be read to the membership at the regular meeting for that month. The application shall be read at two regular meetings of the club. The membership application shall not be read unless the applicant is present at the meetings.

(c) Any comments pertinent to the acceptance of the applicant(s) as a member must be written and addressed to the President and the Board by the 30th of the month of publication and reading. In the case of an objection, the sponsors of the new applicant and the applicant will be notified. The applicant will then have the option to present their case to the Board. The Board shall consider all information presented and, if no merit is found to the objection, the membership application process will proceed.

(d) If no objections are received, a secret ballot vote of not less than two-thirds of the members present shall be required. This vote will take place at the same meeting as the second reading. The Membership Chairperson will then notify applicant by mail or email of the result of the vote within one week of the vote.

(e) Applicants for membership who have been rejected by the Club may re-apply after a period of six months.

ARTICLE II: Meetings and Voting

Section 1. Club Meetings. Meetings of the club shall be held in the greater Saratoga Springs City area monthly at such date, hour, and place as may be designated by the Board of Directors. Notice of each meeting shall be delivered either by regular mail or email by the Secretary. The quorum for such a meeting shall be no less than 20% of the members in good standing. In computing a quorum, only regular and honorary members are included.

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 of Directors who are present and voting at any regular or special meeting of the Board of Directors, 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 in the greater Saratoga Springs area, 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 delivered either by regular mail or email by the 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. The quorum for such a meeting shall be 20% of the Regular and Honorary members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in the greater Saratoga Springs area at least quarterly, at such date, hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed (emailed) by the 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 of Directors.

Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such meetings shall be held in the greater Saratoga Springs area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed (emailed) by the Secretary at least five (5) days and not more than ten (10) days prior to the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such a meeting shall be a majority of the Board of Directors.

Section 5. Voting. Each Regular or Honorary 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 the member 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 of Directors shall be comprised of the Officers and eight other persons, all of whom shall be members in good standing and all of whom shall be elected at the Club's Annual Meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Club shall be entrusted to the Board of Directors

Section 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary, Treasurer and American Kennel Club Delegate, shall serve in their respective capacities both with regard to the Club and its meetings, and the Board of Directors and 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 appurtenant to the office of President in addition to those particularly specified in these By-laws. The President shall be elected for a two-year term and shall serve no more than two consecutive terms.
- (b) The Vice-President shall have the duties and exercise the powers of President in case of death, absence or incapacitation of the President, and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice- President shall be elected for a one-year term.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of 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 members of the Club with their addresses and carry out such other duties as are prescribed in these By-laws. The Secretary shall be elected for a one-year term.

- (d) 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 of Directors, in the name of the Club. The books shall at all times be open to inspection by the Board of Directors and a report shall be given at every meeting on 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 direct the sending of dues notices to membership during the month of November. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. An annual audit of the Club books and records shall be made by two members, and a report made to the Club. The Treasurer shall be elected for a one-year term.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board of Directors shall be comprised of the Officers and nine other persons.
- (f) The AKC Delegate shall represent the Club before the American Kennel Club and may be held by a person who is also a Board member. The AKC Delegate shall be elected for a three-year term

Section 3. Directors at Large. The Club's eight other Directors shall each be elected for two- year terms, not to expire at the same time. Each year at the Club's Annual Meeting four (4) Directors shall be elected, as provided in ARTICLE IV, and their two- year terms shall overlap, (rather than coincide with), the two-year terms of the remaining four (4) other Directors.

Section 4. Vacancies. Any vacancies occurring on the Board of Directors 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 of Directors at its first regular meeting following the creation of such a vacancy, or at a special 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 of Directors.

ARTICLE IV. The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on 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 election at the next Annual Meeting.

Section 2. Annual Meeting. The Annual Meeting shall be held in the month of September at which Officers and Directors for the ensuing year, as well as the AKC Delegate if that position is open, shall be elected by secret written 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 (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 nominated candidates for other positions on the Board, who receive the greatest number of votes for such positions, shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated or who has not attended at least six meetings during the calendar year and is a member in good standing. During the month of April the Board of Directors may select a Nominating Committee consisting of four members and two alternates, not more than one of whom may be a member of the Board of Directors. The Secretary shall immediately notify the committee and alternates of their selection. The Board of Directors shall name a Chairperson for the committee, and it shall be the Chairperson's duty to call a committee meeting, which shall be held on or before June 15th.

(a) The Nominating Committee shall nominate one candidate for each office, and four candidates for the other positions on the Board of Directors, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing (email) by July 1st.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing (email), of the Nominating Committee's slate at least two weeks prior to the July meeting.

(c) Additional nominations may be made at the July 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 person proposing the additional candidate shall present to the Secretary a written statement from the proposed candidate signifying the candidate's 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 among 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 as provided in this Section.

ARTICLE V. Committees

Section 1. The President may each year appoint Standing Committees and Chairpersons to advance the work of the Club in such matters as dog shows, obedience and agility trials, trophies, annual awards, membership and other fields which may well be served by committees. Such Committees shall always be subject to the final authority of the Board of Directors. Special Ad Hoc Committees may also be appointed by the Board of Directors to aid it on particular projects.

Section 2. Any Committee appointment may be terminated by the President with approval of a majority vote of the Board of Directors upon written notice to the appointee, and the Board of Directors 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 of 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 Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors, or present them at a Board Meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. Based upon their findings, the Board of Directors may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board of Directors, not less than three (3) weeks, or more than six (6) weeks thereafter. 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 or her own defense and bring witnesses, if he or she wishes.

Section 3. Board Hearings. The Board of Directors 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 complainant and defendant, the Board of Directors may by a majority vote of those present, reprimand the defendant. The Board of Directors could 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 either of those punishments are insufficient, it may also recommend to the membership that the penalty be expulsion. In the case of suspension, the suspension shall not restrict the defendant's rights to appear before his fellow members at the ensuing Club meeting which considers the Board of Directors' recommendation. Immediately after the Board of Directors 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 of Directors' 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 meeting of a Board hearing and upon the Board of Directors' 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 days, after the date of the Board of Directors' recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the Board of Directors' 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.

A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors' 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 of Directors by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws may be amended by a 2/3 secret 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 and mailed (emailed) to each member at least two weeks prior to the date of the meeting. Discussion will be held prior to voting.

Section 3. No amendments to the Constitution and By-laws that is adopted by the Club shall become effective until it has been approved by the Board of the American Kennel Club.

ARTICLE VIII. Dissolution

Section 1. Dissolution. 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 purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club shall be distributed to any member 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 Last Meeting and a summary of Board Minutes
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the 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 a majority vote of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X. Parliamentary Procedure

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 bylaws and in other special rules of order the Club may adopt.

Revised by approval of the membership of the Saratoga NY Kennel Club, Inc. on June 18 and July 16, 2013 and approved September 2013 by the Board of Directors of the American Kennel Club, Inc. CONSTITUTION, Article II Purposes, Article III Government; BYLAWS, Article I: Membership, Article II Meetings and Voting, Article III Directors and Officers, Article IV The Club Year, Annual Meeting, Article V Committees, Article VI Discipline and Article VII Amendments