

# NASHVILLE KENNEL CLUB, INCORPORATED - CONSTITUTION

As amended 22 April, 2014

## ARTICLE I

SECTION 1. The name of the Club shall be "THE NASHVILLE KENNEL CLUB, INCORPORATED".

SECTION 2. The objectives of the Club shall be:

- (a) to further the advancement of all breeds of pure-bred dogs;
- (b) to do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows;
- (c) to conduct events under the rules and regulations of The American Kennel Club for which the club is eligible.

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 objectives.

## BY-LAWS

### ARTICLE I

#### Membership

SECTION 1. Eligibility. There shall be six (6) types of membership open to all persons eighteen (18) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. Membership is open to all persons eighteen (18) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. 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.

Regular Membership – In accordance with the AKC's Loss of Membership policy and in order to enjoy all club privileges of the Club, the member must attend at least three (3) regular meetings (excluding the picnic and annual dinner) during the Club's fiscal year or work at one or more Club events for that year. Only Active and Life members can vote, hold office or be considered part of the quorum for Club business. An individual that does not comply will move to Associate Member status. An individual may return to Regular Active status by a written request after complying with the above.

Dual Membership – consists of two (2) adult members residing in the same household. Each member must comply with the conditions as described for Regular Membership.

Junior Membership – enjoys all Club privileges except voting and holding office.

Associate Membership – enjoys all Club privileges except voting and holding office.

Life Membership – The Board of Directors may elect by two-thirds (2/3) vote any member who has contributed to the Club for twenty-five (25) years or more to a Life Membership status. Life Members enjoy full privileges of the Regular Active Member except he/she does not pay dues.

Honorary Membership – The Board of Directors may elect by two-thirds (2/3) vote any individual to Honorary Membership. Honorary members are exempt from paying dues, may not hold office, or vote.

SECTION 2 - Dues. Membership dues shall be payable on or before the first day of May of Each year. The annual dues shall be set by the Board of Directors except that any Annual increase in excess of twenty percent (20%) must be approved by a vote of the Club's regular membership. No member may vote whose dues are not paid for the

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Current year. During the month of March the Treasurer shall send to each member a statement of his dues 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 members in good standing. Accompanying the application, the prospective members shall submit dues payment for the current year. In the event that membership is approved, and dues paid, during the months of February, March or April the dues shall cover the ensuing year. All applications are to be filed with the recording Secretary and each application is to be read at the first meeting of the Club following its receipt. Applicant are to be present at a Club meeting to fine an application with the Recording Secretary. Each application is to be read at the first meeting of the Club following its receipt, where each applicant is present. At the next Club meeting where each applicant is present, the application will be voted upon by an affirmative vote of three- quarters (3/4) of the members present and voting at that meeting shall be required to elect the applicant. The vote shall be by secret ballot. Applicants for membership who have been rejected by the Club may not re-apply within six (6) month after such rejection.

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

- (a) by 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's 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 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 that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II  
Meetings and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held within the greater Nashville area on the last Tuesday of each month except the months of June, July and December, at such hour and place as may be designated by the Board of Directors. Written or electronic notice of each such meeting shall be sent by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) the members in good standing.

SECTION 2. Special Club Meeting. 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) members of the Club who are in good standing. Such special meetings shall be held within the greater Nashville area at such place, date, and hour as may be designated by the person or persons

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authorized herein to call such meetings. Written or electronic notice of such meeting shall be sent 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 percent (20%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held each month except June, July & December within the greater Nashville area on the second Tuesday at such hour and place 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 members of the Board. Such special meetings shall be held in the greater Nashville area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written or electronic notice of such meeting shall be sent 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 member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he 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 President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and ten (10) other persons all of whom shall be members in good standing. The President, Vice-President, Recording Secretary, Treasurer, and AKC Delegate shall serve one (1) year terms and the Corresponding Secretary and the ten (10) other Directors shall serve two (2) year terms 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. The unexcused absence of an Officer or a Director without just cause from three (3) consecutive meetings of the Board of Directors or three (3) consecutive meetings of the Club may result in a recommendation of dismissal.

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.

- (a) 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 by-laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

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- (c) 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. The Recording Secretary shall notify members of meetings, notify new members by US mail 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 addresses, and carry out such other duties as are prescribed in these Bylaws.
- (d) The Corresponding Secretary shall have charge of the correspondence pertaining to show events and other correspondence other than general membership business.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an account 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.
- (f) The AKC Delegate shall attend all delegate meeting held by the AKC unless excused by the Board. The AKC Delegate shall vote as directed by the Nashville Kennel Club or in the Club's best interest if no direction is given. The AKC Delegate will make a report to the membership after each meeting.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during The year shall be filled until completion of the term 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 the 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 May and end on the thirtieth day of April. 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 April at which Officers, Directors, and Delegate to The American Kennel Club for the ensuing year 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 five (5) 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. A person must have served as a Board member for one (1) year before being eligible for nomination as an officer. During the month of January the

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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 committeemen and alternates of Their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before the last day of February.

- (a) The Committee shall nominate one (1) candidate for each expiring office and for Delegate who may but need not be an officer or director of the Club, and five (5) candidates for the five (5) expiring positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing no later than the last day of February.
- (b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall at least two (2) weeks before the March meeting notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the March 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, his proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one (1) position.
- (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 Board may each year appoint standing committees to advance the work of The Club in such matters as bench shows, auditing, programs, membership, publicity, judges and property 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 Board. The Board may appoint successors to those persons whose services have been terminated. Terminated appointees shall be so notified in writing by certified US Postal Services, return receipt requested, sent by the Recording Secretary.

## ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from all 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 Recording Secretary together with a deposit of ten dollars (\$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

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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 which 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 nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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 wishes.

SECTION 3. Board Hearing. 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 complainant and defendant, the Board may by a majority vote of those present reprimand or 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, 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 findings 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 the 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 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 charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. 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 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 Recording 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 Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. The constitution and by-laws may be amended by a two-thirds (2/3) 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 to each member at least two (2) weeks prior to the date of the meeting.

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The vote shall be by secret ballot

SECTION 3. No amendment to the constitution and by-laws 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. 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 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 last meeting
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Program or entertainment
- 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 Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. Robert's Rules of Order newly revised shall govern the club in all cases to

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which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order the club may adopt.