

December 10, 2020

CONSTITUTION AND BYLAWS OF BELL VERNON KENNEL ASSOCIATION, INC.

CONSTITUTION

Article I

NAME AND OBJECTS

SECTION 1. The name of the Club shall be Bell Vernon Kennel Association, Inc.

SECTION 2. The objects of the Club shall be:

a) to conduct dog conformation shows and sanctioned matches for purebred dogs and dog events such as obedience trials, agility trials, tracking tests and competitions and any other companion events for which the dog is eligible which shall be open to purebred and All-American dogs listed with the AKC Canine Partner Program according to the rules, regulations, and standards in the development of purebred dogs as set forth by the American Kennel Club, and in furtherance thereof to advance better breeding, care, marketing and management practices of all breeds of purebred dogs and to do all possible to bring their natural qualities to perfection.

b) to develop projects and activities regarding dog affairs which will advance public education regarding dog ownership responsibilities, healthcare and training and to promote an active membership interest encouraging good fellowship and elevating the standards of sportsmanship and ethical behavior.

SECTION 3. The Club shall not be conducted or operated for profit and no part of profits or remainder or residue from dues or donation to the Club shall inure to the benefit of any member or individual, but rather all profits accruing to the Club shall be used to further the above purposes.

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 objects in accordance with the procedures described in the Bylaws Article VII.

BYLAWS

Article I

MEMBERSHIP

SECTION 1. While membership is to be numerically unlimited and unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area, which area of operations will be as approved by the American Kennel Club. There shall be four types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this

club. Those types shall be: Full Member, who shall enjoy all the privileges including the right to vote and hold office; Associate Member, entitled to all club privileges except voting and office holding; Junior Member, open to children under 18 years of age, a non-voting/non-office holding membership which at age 18 may automatically convert to Associate Membership; Honorary Member and/or Charter member, an individual who has made significant contributions to the Sport, Breed or the Club, who shall pay no dues and is not eligible to vote or hold office; they can maintain Full Membership if they pay dues.

SECTION 2. Eligibility: Persons 18 years of age and older and juniors 9-17 years of age, interested in the activities and betterment of dogs, who will subscribe to these Bylaws, BVKA Code of Ethics, Standing Rules and are in good standing with the American Kennel Club.

SECTION 3. Dues for the ensuing year shall be set by the Board of Directors. Dues shall be payable on or before January 1 of each year. Any members accepted after October 1 of the current club year with dues paid shall hold over through the following year. No member may vote whose dues are not paid for the current year. No dues shall be refunded. During the month of November a statement of dues for the ensuing year shall be published in The Messenger which shall be mailed or emailed to each member.

SECTION 4. Election to Full Membership: Each applicant for Full Membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws, the BVKA Code of Ethics, Standing Rules, decisions of the Board of Directors and the rules of the American Kennel Club. The application shall require the name, address and experience, if any, of the applicant and shall carry the endorsement of two members 18 years of age or older in good standing. Applications are to be filed with the Secretary and all applicants must attend at least two meetings and work at a licensed club activity prior to being voted into membership. They may submit an application at any time. Each application is to be read at the meeting of the Club following its receipt. The application will be voted on when the applicant has met the requirements for Full Membership as stated above and an affirmative vote of $\frac{3}{4}$ of the voting members present and voting at that meeting shall be required to elect the applicant. Dues shall be payable upon election to membership.

SECTION 4.5. Election to Associate and Junior Membership: Each applicant for Associate or Junior Membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws, the BVKA Code of Ethics, Standing Rules, decisions of the Board of Directors and the rules of the American Kennel Club. The application shall require the name, address and experience, if any, of the applicant and shall carry the endorsement of two members 18 years of age or older in good standing. Junior applications shall also require date of birth and parent or guardian signature. Applications are to be filed with the Secretary. Applications may be submitted at any time. Each application is to be read at the meeting of the Club following its receipt. The application will be voted on and an affirmative vote of $\frac{3}{4}$ of the voting members present and voting at that meeting shall be required to elect the applicant. Dues shall be payable upon election to Associate Membership (dues are not required for Junior Membership). Associate Members and Junior Members at age 18 may request upgrade to Full Membership at any time. Upon completing the necessary requirements for Full Membership and being voted on and achieving an affirmative vote of $\frac{3}{4}$ of the voting members present and paying the required dues, an Associate Member or Junior Member at age 18 will become a Full Member with all the benefits of Full Membership.

Applicants for Full Membership, Associate Membership or Junior Membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 5. Termination of Membership.

a) By resignation: Any member in good standing 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 lapsed and automatically terminated if such member's dues

remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. No person shall be allowed voting privileges at any Club meeting if 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.

d) A member whose membership has lapsed or who had resigned may be reinstated by a majority vote of the members in attendance at the meeting in which the request is made.

SECTION 6. Exhibiting Restriction: All AKC rules will be upheld. BVKA Officers and Directors will not handle any dogs in a conformation class at a BVKA show.

Article II

MEETINGS AND VOTING

SECTION 1. Club Meetings: Meetings shall be held a minimum of six times a year in Skagit County, Washington or by video conference or teleconference, in accordance with state law, at such place, date, and hour as may be designated by the Board of Directors. With member permission notification of meetings and events may be sent via email by the Secretary at least ten days prior to the date of the meeting. Members may request notification to be sent by the U.S. Postal Service. The quorum for such meetings shall be 20% of the voting 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. Such special meeting shall be held in Skagit County, Washington or by video conference or teleconference, in accordance with state law, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Email or written notice of such meeting shall be made by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting. 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 20% of the voting members in good standing.

SECTION 3. Board Meetings: Meetings of the Board of Directors shall be held in Skagit County, Washington or by video conference or teleconference, in accordance with state law, at such place, date and hour as may be designated by the Board. A minimum of six Board meetings shall be required during the Club's fiscal year. Email or written notice of each such meeting shall be made by the Secretary at least 5 days prior to the date of the meeting. A quorum of such meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings: Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of a written or emailed request from at least three members of the Board. Such special meetings shall be held in Skagit County, Washington or by video conference or teleconference, in accordance with state law, at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Email or written notice of such meeting shall be made by the Secretary at least 5 days and not more than 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 of such a meeting shall be a majority of the Board.

SECTION 5: Voting: Each Full member 18 years of age and older 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 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, Secretary, Treasurer and three Directors. All Board of Directors members shall be required to attend at least 6 general meetings and 3 board meetings. General management of the Club's affairs shall be entrusted to the Board of Directors.

Officers 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. Directors serve in positions one, two and three, each serving one three year term on a rotating basis. Each year one of these positions is up for election. The Past President will automatically assume the Director position up for election and will be on the Board for three years.

The Board of Directors acts on behalf of the membership, performing such duties as defined by these Bylaws and having final authority over major expenditures as defined in the Standing Rules provided it does not conflict with state law or these Bylaws. Such financial limits may only be changed by a majority vote of the Board.

SECTION 2. 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 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 of the office of President in addition to those particularly specified in these Bylaws.

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.

c) The Secretary shall keep a record of all meetings of the Club and the Board and have charge of the 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 addresses which shall be sent to members in good standing at least annually and carry out such other duties as are prescribed in these Bylaws.

d) The Treasurer shall collect and receive all monies due belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be at all times open to inspection of the Board and he or she shall report to them at every meeting the condition of the Club's finances. At the first meeting of the fiscal year of the General membership he or she shall render an account of all monies received and expended during the previous fiscal year.

The Treasurer and members with access to club funds shall be bonded for such amount as the Board shall determine.

During the month of November, a statement of dues for the ensuing year shall be published in The Messenger which shall be mailed or emailed to each member.

At least annually the Treasurer shall surrender his or her books and records for review to a Financial Review Committee appointed by the Board with the Treasurer acting in an advisory capacity. An outside Certified Tax Preparer as approved by the Board will be hired to file the annual IRS tax return.

e. AKC Delegate: Among other duties the Delegate shall report to the club all actions and matters discussed at the AKC Quarterly Meetings. The Delegate shall be appointed by the Board for a term of three years and may but does not need to be an Officer, Director or member of the Club, with voting privileges in accord with that status as defined in the BVKA Bylaws Article I. The Delegate must meet AKC requirements for the position as defined in Article VI of the AKC Bylaws.

SECTION 3. Vacancies: Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of 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 President shall be filled 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 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 December at which Officers, Delegate to the American Kennel Club, and Director(s) for the ensuing year shall be elected from among those nominated in accordance with Article III Section 1 and Article IV Section 4. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 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 nominated candidate for the open Director position who receives the greatest number of votes for such position shall be declared elected. Only Full members may be elected an Officer or Board member.

SECTION 4. Nominations: No person may be a candidate in a Club election who has not been nominated. Junior Members and Associate Members shall not be eligible for nomination. During the month of August the Board shall select a Nomination Committee Chair who shall select two non-Board members to form the nominating committee which will meet on or before October 1st.

- a) The Committee shall nominate one candidate for each office except for the position of Delegate, who shall be appointed by the Board, and one candidate for the open Director position and after securing the consent of each person so nominated, shall report their nominations to the Secretary in writing or by e-mail at least three weeks prior to the November meeting and the Secretary will then notify each member in writing or by email of the nominations at least two weeks prior to the November meeting.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall immediately send an email or written notice of the nominees to every member individually and announce the candidates so nominated at the November meeting.
- c) Additional nominations may be made at the November meeting by any Full Member 18 years of age and older in attendance, provided that the person so nominated accepts when his or her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate.
- d) Except for the position of Delegate no person may be a candidate for more than one position.. 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.

e) 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 shall appoint such committee chairs as are considered desirable to advance the work of the Club. Junior members shall not be eligible for committee chair positions. Any action taken by a committee is subject to final authority of the Board and may in no way supersede that authority.

SECTION 2. Each committee chairperson shall submit a progress report, either orally or written, at each general meeting. A final report shall be submitted at a Club meeting to terminate that committee. The final report may be written or orally submitted

SECTION 3. 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 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 voting 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 \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing. The 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 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 of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall notify 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 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 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 suspensions 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 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 60 days but no earlier than 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. A 2/3 vote of those members 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 Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20% of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the voting members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Bylaws may be amended by 2/3 secret vote of the voting members present and voting at any regular or special meeting called for that purpose, provided that proposed amendments have been included in the notice of the meeting and emailed or mailed to each member at least two weeks prior to the date of the meeting.

SECTION 3. No amendment to the Constitution or Bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club. After the amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.

Article VIII

DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the Club, other than for 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 payment of the debts of the Club, its property and assets shall be given to charitable organizations 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 Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board (at annual meeting)
Election of new members
Unfinished business
New business
Adjournment

SECTION 2. At the 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 Secretary
Report of Treasurer
Report of Committees
Unfinished business
New business
Adjournment

Article X

PARLIAMENTARY AUTHORITY

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 Standing Rules of order the club may adopt.