

Constitution and By-Laws
of the
BRANDON KENNEL CLUB OF MISSISSIPPI, INC.
BRANDON, MISSISSIPPI

CONSTITUTION

**ARTICLE I
NAME AND OBJECTIVES**

SECTION 1. NAME. The name of the Club shall be the BRANDON KENNEL CLUB OF MISSISSIPPI, INC.

SECTION 2. CLUB OBJECTIVES. 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 dog shows and obedience trials and to encourage sportsmanlike competition at such events;
- (c) to conduct sanctioned matches, dog shows, performance events under the rules of the American Kennel Club;
- (d) to encourage ethical conduct and promote interest in the responsible breeding of purebred dogs and do all possible to bring their natural qualities to perfection;
- (e) to urge members and breeders to accept the standard of their breed as approved by The American Kennel Club;
- (f) to educate the public in the above objectives and promote the general welfare of dogs.

SECTION 3. NON-PROFIT. The Club shall not be conducted or operated for profit and shall comply with all Internal Revenue Service requirements for tax-exempt status to insure that all dues-paying members are afforded the same rights and privileges 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. The Club shall not undertake any material change inconsistent with tax-exemption in the character, purpose or method of operation of the Club that would cause the Club's tax-exempt status to be revoked retroactively as of the date of any such material change.

SECTION 4. REVISION. 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 of the Club.

BY LAWS

**ARTICLE I
MEMBERSHIP**

SECTION 1. ELIGIBILITY. There shall be four types of memberships: Individual, Household, Associate and Junior. These memberships are open to all persons who are in good standing with The American Kennel Club 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.

SECTION 2. CLASSES OF MEMBERSHIP.

- (a) Individual members shall be persons eighteen years of age and older, shall be voting members and have all the privileges of the Club appending thereto.
- (b) Household members shall be two individuals who are eighteen years of age or older officially residing at

the same address. Each Household member shall be a voting member and shall have all the privileges of the Club appending thereto. If two members residing at different addresses decide to reside in the same domicile during the year they would then be eligible for a Household membership. They would have to petition the Club to convert their Individual memberships to a Household membership as per Article I, Section 2(e).

- (c) Associate members shall be persons eighteen years of age or older who are unable to attend enough meetings to become Individual or Household members. They would have no voting rights and would not be eligible to hold an office in the club. If an Associate member wishes to convert their membership to an Individual or Household membership, they may do so by following the procedure detailed in Article I, Section 2(e).
- (d) Junior members shall be persons 9-17 years of age and shall be non-voting members who may not hold office but who shall be accorded all the other privileges of the Club.
- (e) Conversion of Individual memberships to a Household membership, or an Associate membership to an Individual or Household membership may be accomplished by filling out a new membership application and writing the word "Conversion" on the top of the application. The application should be signed by two sponsors who may be the same or different sponsors than signed for the applicant(s) originally. In addition, an Associate member applying for conversion must attend two meetings prior to having his/her application read. The application will then follow the usually reading/voting procedure.

SECTION 3. DUES. Membership dues shall be \$10.00 per year for an Individual and Associate memberships, and \$15.00 per year for Household memberships, payable on or before the first day of January of each year. No active members may vote whose dues are not paid for the current year. No dues will be collected from Junior members. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 4. ELECTION TO MEMBERSHIP.

- (a) For an Individual, Household or Junior membership, the Club should offer an official Brandon Kennel Club membership application form to a guest at their second meeting. By applying on this form the applicant agrees to abide by these constitution and by-laws, standing rules 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 from different households. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the secretary and each application is to be read at the first meeting of the Club following its receipt and at which the applicant is present. At the next Club meeting at which the applicant is present the application will be voted upon and affirmative votes of 3/4 of the members present and voting shall be required to elect the applicant. The applicant will be given a copy of the Club's Constitution and By-Laws and Policies upon induction. The application process must be completed within a six month time period or it must be restarted. Exceptions may be made by a majority vote of the Board.
- (b) To be eligible for an Associate membership the applicant must have a total of at least two of the following: attended meeting(s) and/ or have worked at Club function(s) such as RDOD, Fun match, the Cluster and/or taken classes offered by the Club. Applicants for Associate membership must have their application signed by two sponsors, and those sponsors must have known the applicant for at least three months. Following submission, an application for Associate membership will follow the same reading and voting procedure as those applicants in Article I, Section 4(a), except that the applicant need not be present.
- (c) Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 5. 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 Secretary. Such resignation shall not affect any right or lien which the Club may have against the resigning member or his/her property until his/her indebtedness to the Club shall have been fully paid.
- (b) *by lapsing.* A member will be considered as 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. 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 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 Club shall be held each month in the greater Brandon area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent by e-mail, USPS or telefacimile, by the Secretary at least 10 days prior to the date of the meeting. Members' method of notification can be changed at any time by notifying the Secretary at least 15 days before a scheduled meeting and request notification by another method. **The quorum for such meetings shall be 15% of the 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 who are present and voting at any regular or special meeting of the Board; 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 Brandon area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 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 15% of the members in good standing.**

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held each quarter in the greater Brandon area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. Board meetings shall be open to non-Board members to observe only, except during executive session.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board 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 special meetings shall be held in the greater Brandon 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 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 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 vote at any meeting of the Club at which he is present. Junior and Associate members are not eligible to vote. 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 (five) other persons all of whom shall be members in good standing and 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.

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 be the chief officer of the Club and 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 and standing rules.
- (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. He shall preside at the meeting in the absence of the President and carry out other duties as are prescribed in these by-laws and standing rules.
- (c) The 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. He shall preside at the meeting in the absence of the President and Vice-President. He shall 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, and carry out such other duties as prescribed in these by-laws and standing rules.
- (d) The Treasurer shall be the custodian of the funds and securities of the Club and shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he 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 he shall render an account of all moneys received and expended during the previous fiscal year. He shall submit a show report of all expenditures and deposits at the next monthly meeting following the Club's annual shows. The Treasurer should be bonded in such amount as the Board of Directors shall determine and carry out other duties as are prescribed in the by-laws and standing rules.

SECTION 3. VACANCIES. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the remaining 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 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 1st day of January and end on the last 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 January at which Officers and Directors 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 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) 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. During the month of October 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 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 November 1.

- (a) The committee shall nominate one candidate for each office and five candidates for the five other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before November 15 notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the December 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 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 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 President may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trails, 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 President to aid the club on particular projects.

SECTION 2. TERMINATION. Any committee may be terminated by the President or a majority vote of the full membership of the Board upon written notice to the appointee; and the President 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 or expelled from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period. If such member is reinstated by The American Kennel Club, the reinstatement of membership in the Brandon Kennel Club of Mississippi, Inc. must be presented to the Board of Directors for approval or disapproval. If approved, membership will require payment of the current year's dues.

SECTION 2. CHARGES. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25 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 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 of a hearing by the Board not less than three weeks nor more than six 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 own defense and bring witnesses if he wishes.

SECTION 3. 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 evidence and testimony presented by complainant and 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 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 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 not earlier than 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 members shall then vote by secret written ballot on the proposed expulsion. A 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 or standing rules may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent 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 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 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 weeks prior to the date of the meeting. The standing rules may be amended or rescinded by a 2/3 vote of the entire membership without previous notice or a majority vote of the members present at a meeting with previous notice.

ARTICLE VIII DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 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, July 14, 2011 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
RULE OF ORDER**

SECTION 1. CLUB MEETINGS. 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:

Call to Order and Roll Call
Introduction of new members and visitors
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Election of Officers and Board (at annual meeting)
Election of new members
Unfinished business
New business
Adjournment

SECTION 2. BOARD MEETINGS. 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 Secretary
Report of Treasurer
Reports of Committees
Unfinished business
New business
Adjournment

SECTION 3. PARLIAMENTARY PROCEDURE. All matters of parliamentary procedure shall be governed by *Roberts's Rules of Order, Newly Revised*, unless otherwise specifically provided for or abrogated in these Constitution and By-Laws.

SECTION 4. STANDING RULES. Standing Rules are adopted to implement provisions of the By-Laws and to furnish guidelines and procedures for officers and committees in the performance of their respective duties and activities.

DATED: January, 2004
AMENDED: March 9, 2011