

NOR-CAL KEESHOND CLUB, INC.

CONSTITUTION AND BYLAWS

ARTICLE I NAME AND OBJECTS

SECTION 1.

The name of the Corporation shall be:

NOR-CAL KEESHOND CLUB, INC.

SECTION 2.

The object of this Corporation shall be:

- a) to encourage, protect, and promote quality in the breeding of purebred Keeshonden and to do all possible to bring their natural qualities to perfection;
- b) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Keeshonden shall be judged;
- c) to do all in its power to protect and advance the interests of the breed and the public good through sports participation and recreations by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests and agility events;
- d) to do all in its power to educate the general public about responsible dog ownership and the good qualities of Keeshonden as pets, companions, obedience, conformation, tracking and agility dogs;
- e) to conduct sanctioned and licensed specialty shows, obedience trials, workshops and matches under the rules of the American Kennel Club;
- f) to lease, own, purchase, hold and maintain real and other property of any and all kinds in the State of California to facilitate the accomplishments of these ends.

SECTION 3.

The Corporation shall not be conducted or operated for profit and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

SECTION 4.

The members of the Corporation shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

ARTICLE II CORPORATE POWERS

SECTION 1.

The corporate powers of this Corporation shall be vested in a Board of Directors consisting of four (4) Officers: President, Vice President, Treasurer and Secretary; and four (4) Directors elected from the general membership as hereinafter provided. All shall be members of the Corporation.

ARTICLE III MEMBERSHIP

SECTION 1.

Any person twelve years of age and older who is in good standing with the American Kennel Club and who subscribes to the purposes of the Corporation may become a candidate for active membership in the Corporation, after attending two general membership meetings or Corporation functions. New applicants belonging to any other regional Keeshond specialty clubs in this Corporation's geographical area shall be eligible only for Associate Membership. This Corporation's geographical area consists of Palo Alto and communities no further north than Antioch.

SECTION 2.

Membership in this organization shall be divided into four classes:

- a) **ADULT MEMBERSHIP** shall be limited to any person over the age of eighteen, who has been elected to membership in the Corporation by the existing membership.
- b) **JUNIOR MEMBERSHIP** shall be limited to any person between the ages of twelve and seventeen years of age, who has been elected to such junior membership in the Corporation by the existing membership. Upon reaching the age of eighteen, such junior member shall automatically become an adult member subject to payment of annual dues. A junior member shall have all rights and privileges of an adult member, except to hold office or serve on the Board of Directors.

c) **FAMILY MEMBERSHIP** shall include husband and wife, significant others and/or parent and children under age 18, who have been elected to membership in the Corporation by the existing membership. Family memberships are restricted to a maximum of two votes.

d) **ASSOCIATE MEMBERSHIP** shall be limited to any person over the age of twelve, who have been elected to membership in the Corporation by the existing membership. An Associate member shall have all the rights and privileges of an adult or junior member, except to hold office or serve on the Board of Directors.

SECTION 3.

Each applicant for membership shall apply on a form 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 carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit membership fees and dues payment for the current year. All applications are to be filed with the Secretary or Membership Chair as determined by the Board of Directors. Each application is to be read at the first meeting of the Corporation following its receipt. At the next Corporation meeting the applications may be voted upon and affirmative votes of seventy five percent (75%) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. The Secretary shall include in the meeting notice, the name(s) of any candidates for membership to be voted on at that meeting.

SECTION 4.

Every member, upon being so accepted, shall agree to abide by this Constitution and the rules of the Corporation

SECTION 5.

Applicants for membership who have been rejected by the Corporation may not re-apply within six months after such rejection.

SECTION 6.

Members in good standing may resign by submitting their resignation in writing to the Secretary; but no member may resign when in debt to the Corporation. Dues obligations are considered a debt to the Corporation and they become incurred on the first day of each fiscal year.

SECTION 7.

A membership will lapse and automatically terminate if such members' dues remain unpaid 60 days after the date of the annual meeting. A lapsed member may be reinstated if otherwise in good standing upon payment of back dues. In no case may a person be entitled to a vote at any Corporation meeting when dues are unpaid as of the date of that meeting.

SECTION 8.

A membership may be terminated by expulsion as provided in Article XX.

SECTION 9.

At the discretion of the Board of Directors, honorary Officers and members may be appointed to membership. Honorary Officers and members shall have all privileges or active participation in the business affairs of the Corporation.

ARTICLE IV FEES AND DUES

SECTION 1.

A membership fee shall be set by the Board of Directors of the Corporation for new membership which shall be in addition to the annual dues for the first year of membership.

SECTION 2.

Annual dues shall be set by the Board of Directors of the Corporation. Dues are payable on or before December 31 of each year. Individual membership dues not to exceed \$35 per year, Family membership not to exceed \$50 per year, and Associate membership not to exceed \$10 per year. Any future changes in annual dues exceeding the current dues shall be recommended by the Board of Directors, subject to the approval of the membership at the next general meeting, provided written notice has been given of such a proposal. Members elected after July 1 pay dues for half the year. Dues notice must be sent to membership by the Treasurer at least 60 days prior to December 31 due date.

SECTION 3.

Failure on the part of any member to pay dues on or before the date of the annual meeting shall cause said member to be placed on the inactive rolls. Upon payment of dues, said member is restored to active status. Failure on the part of any member to pay dues within 60 days of the annual meeting will cause said membership to lapse as provided in Article III Section

ARTICLE V ASSESSMENTS

SECTION 1.

Any assessments shall be proposed and discussed at a regular meeting and shall be voted on at the next regular or special meeting. The Secretary shall cause notice to be given to the membership of such impending vote.

ARTICLE VI MEETINGS AND VOTING

SECTION 1.

Meetings of the Corporation shall be held in Northern California in the months of January, March, May, July, September and November of each year, or as close as feasible, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed and/or emailed, as requested by the member, by the Secretary at least two (2) weeks prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the membership. The January meeting shall be the annual meeting, or as close as feasible, provided there is at least two weeks' notice to the membership.

SECTION 2.

Special meetings of the Corporation 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, or by the Secretary upon receipt of a petition signed by five members of the Corporation who are in good standing. Such special meetings shall be held on such date and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings 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 Corporation business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3.

Meetings of the Board of Directors shall be in Northern California on such date and at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be given 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 of Directors.

SECTION 4.

Special meetings of the Board of Directors may be called by the President or by the Secretary upon receipt of a written request signed by at least two members of the Board of Directors. Such meetings shall be held on such a date and at such hour and place as may be designated by the person authorized herein to call such a 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. The quorum of such a meeting shall be the majority of the Board of Directors.

ARTICLE VII THE CORPORATION YEAR and ANNUAL MEETING

SECTION 1.

The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Corporation'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.

The Annual Meeting shall be held in the month of January at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Article VIII Section 2.

ARTICLE VIII ELECTION OF OFFICERS AND DIRECTORS

SECTION 1.

The Officers and Directors shall be elected by secret, written ballot at the annual meeting of the Corporation and shall serve for one year or until their successors are elected. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

The Past-President shall automatically become one of the four (4) Directors.

SECTION 2.

The Officers and Directors shall be nominated and elected in the following manner:

- a) No person may be a candidate in a Corporation election who has not been nominated. A candidate for elected office must have attended two (2) of the meetings for the fiscal year (January 1 to December 31) prior to the election. No later than August 15th shall the Board of Directors select a nominating committee consisting of three members and two alternates, not more than one of whom

shall be a member of the Board. The Secretary shall immediately notify the selected committeemen and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be their duty to call a Committee meeting which shall be held on or before November 1st.

- b) The Committee shall nominate at least one (1) candidate for each office and at least three (3) candidates for the other three (3) positions on the Board of Directors, and, after securing the consent of each person so nominated, shall immediately report their nomination to the Secretary in writing.
- c) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated at least two (2) weeks prior to the Annual Meeting.
- d) Additional nominations may be made from the general membership. Nominations from the general membership must be allowed at least two weeks prior to the meeting BEFORE the annual meeting. Nominations cannot be made at the annual meeting. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating Committee.

ARTICLE IX VACANCIES

SECTION 1.

The vacancy of the President will be filled automatically by the Vice President, and the resulting vacancy of the Vice President will be filled by the board until the next election. Any vacancies occurring on the Board of Directors during the year shall be filled from the general membership for the unexpired term of office by a majority vote of all the then members of the Board of Directors at its first regular meeting following the creation of the vacancy

ARTICLE X POWER OF BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall supervise the affairs of the Corporation and plan and promote measures for its growth.

SECTION 2.

The Board of Directors shall have power to call special meetings of the membership when they deem necessary, and they shall call a meeting at any time upon the written request of five (5) active members.

SECTION 3.

The Board of Directors shall have power to make rules and regulations not inconsistent with the laws of the State of California and the Constitution of the Corporation for the guidance of the Officers and Directors and management of the affairs of the Corporation and shall have power to transact the general business of the Corporation not otherwise provided in this constitution.

SECTION 4.

Any action of the Board of Directors may be overridden by a two thirds (2/3) vote of the active members of the Corporation.

SECTION 5.

The Board of Directors shall have the power to incur indebtedness. The terms and amounts of such indebtedness shall be entered on the minutes of the Board, and the note or obligation given for same, signed officially by the President and Secretary, shall be binding on the Corporation.

ARTICLE XI DUTIES OF THE BOARD OF DIRECTORS

SECTION 1.

It shall be the duty of the Board of Directors to cause to be kept a complete record of all their minutes and acts and proceedings.

SECTION 2.

It shall be the duty of the Board of Directors to supervise all Officers, agents and employees and see that their duties are properly performed.

SECTION 3.

Upon receiving in writing a complaint against any member from any member and after following the provisions of Article XX regarding discipline, the Board may by a majority vote of those present suspend the individual or recommend to the general membership expulsion of the individual for conduct likely, in the opinion of the Board, to endanger the welfare or character of the Corporation.

SECTION 4.

Not more than one member of a household shall serve as an Officer or on the Board of Directors simultaneously.

ARTICLE XII
OFFICERS

SECTION 1.

Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The club officers shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

ARTICLE XIII
PRESIDENT

SECTION 1.

The President shall preside over all meetings of the club and the Board of Directors, and shall have the casting vote.

SECTION 2.

The President shall call the Board of Directors together when deemed necessary and shall have, subject to the approval of the Board of Directors, direction of the affairs of the Corporation and generally action3.

The President, or a majority of the Board of Directors, may call a special meeting of the Board of Directors at any time with advance notice.

SECTION 4.

The President, upon completion of his/her term shall become Past-President and shall become a voting member of the Board of Directors for the ensuing term.

ARTICLE XIV
VICE-PRESIDENT

SECTION 1.

The Vice-President shall have the powers and exercise the duties of the President if the President is absent and assist the President in the discharge of his/her several duties.

ARTICLE XV
SECRETARY

SECTION 1.

The Secretary shall keep a record of the proceedings of the Board of Directors and of the meetings of the membership.

SECTION 2.

The Secretary shall cause to be mailed to all members a notice of all meetings and any other official correspondence for the Corporation.

SECTION 3.

The Secretary shall keep proper records in which will be contained the names and addresses of all members and dates of their admission as members of the Corporation.

SECTION 4.

The Secretary shall notify officers and directors of their election to office.

SECTION 5.

The Secretary shall further carry out the instructions of the President or the Board of Directors, and carry out such other duties as are prescribed in this Constitution and bylaws.

SECTION 6.

The Secretary shall be a non-voting member of the Nominating Committee.

SECTION 7.

The Secretary shall cause to be served all notices required by laws or the constitution of the Corporation.

ARTICLE XVI
TREASURER

SECTION 1.

The Treasurer shall collect and receive all monies due or belonging to the Corporation and shall give receipt therefor.

SECTION 2.

The Treasurer shall deposit, in the name of the Corporation, all monies in such place of deposit as shall be designated by the Board of Directors.

SECTION 3.

The Treasurer shall pay out any monies on order of the Board of Directors or on order of a majority of the membership present at any meeting. The records maintained by the Treasurer at all times must be open to inspection by the members of the Corporation.

SECTION 4.

The Treasurer shall be prepared to report to the Corporation at each business meeting the condition of the finances of the Corporation and shall render an account of all monies received and expended during the calendar year ending December 31. The year amount must be audited by the Board of Directors as soon as practicable following the annual meeting of the Corporation.

ARTICLE XVII COMMITTEES

SECTION 1.

Such committees shall be named as are required by the various functions of the Corporation. Size and membership shall be determined by the Board of Directors. Such committees shall always be subject to the final authority of the Board of Directors.

SECTION 2.

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE XVIII BOOKS AND PAPERS

SECTION 1.

The records and such papers as may be placed on file by vote of the members or Directors shall be subject to the inspection of the Board of Directors or any member upon request.

ARTICLE XIX IMPEACHMENT

SECTION 1.

Officers and Directors may at any time for neglect or violation of duty, be removed by two thirds (2/3) vote of the active members, provided that the charges are filed with the Secretary or member of the Board of Directors of the Corporation at the preceding regular business meeting.

SECTION 2.

Charges shall be in writing and may be filed by any member of the Corporation in good standing.

SECTION 3.

The Secretary or other member of the Board of Directors shall give notice to the membership of the pending impeachment proceedings two weeks prior to the regular meeting at which the said impeachment proceedings will be heard; and, at the same time, send a copy of the charges by registered mail to the person charged.

ARTICLE XX DISCIPLINE

SECTION 1.

Any member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Corporation for a like period.

SECTION 2.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Corporation or the breed. 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. 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 Corporation. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Corporation it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall meet and fix a date of a Board hearing not less than 3 weeks nor more than 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/her own defense and bring witnesses if he/she wishes.

SECTION 3.

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 suspend the defendant from all privileges of the Corporation 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/her fellow members at the ensuing Corporation 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 of a member from the Corporation may be accomplished only at a meeting of the Corporation 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 Corporation 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 on his/her own behalf, though no evidence shall be taken to this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE XXI AMENDMENTS

SECTION 1.

The Constitution may be altered, amended or repealed, in whole or in part as follows:

- a) Amendments, alterations or repeal of all or part to the Constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.
- b) This Constitution and bylaws may be amended by a two thirds (2/3) majority vote at a regular or special meeting called for the purpose; but the proposed amendments must be embodied in the call for any such meeting and mailed to each member at least two (2) weeks prior to the date of such meeting.

ARTICLE XXII ORDER OF BUSINESS AND RULES OF ORDER

SECTION 1.

At meetings of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- 1) Roll Call.
- 2) Reading of minutes and correspondence.
- 3) Report of Treasurer
- 4) Report of Board of Directors
- 5) Report of Committees
- 6) Unfinished Business
- 7) New Business
- 8) Elections
- 9) Adjournment

SECTION 2.

At meetings of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- 1) Reading of minutes and correspondence.
- 2) Reports of Officers
- 3) Reports of Committees
- 4) Unfinished Business
- 5) New Business
- 6) Adjournment

SECTION 3.

The above order of business may be altered or suspended at any meeting by the majority of members present.

SECTION 4.

All order of business not otherwise provided for in this Constitution and bylaws shall be governed by the procedures set forth in the Roberts Rules of Order.

SECTION 5.

Any questions as to the interpretation of the Constitution may be resolved by a majority vote of members present at any regular constituted meeting.

ARTICLE XXIII
DISSOLUTION

SECTION 1.

The Corporation may be dissolved at any time with the written consent of not less than two thirds (2/3) of the members for the time being, at a meeting duly called for that purpose. The property of this corporation is irrevocably dedicated to Social Welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or social welfare purposes and which has established its tax exempt status under Section 501 (c)(4) or Section 501 (c)(3) of the Internal Revenue Code.

The above Constitution and bylaws, adopted by the Nor-Cal Keeshond Club, Inc. at the general meeting of the Corporation, February 27, 1972, and revised at the general meetings on October 29, 1977, May 19, 1990, September 18, 1993, November 12, 1994, November 10, 2001, November 22, 2008 and June 18, 2011, supersede and replace entirely all earlier Constitution and bylaws and amendments thereto of this Corporation.