

COEUR D'ALENE DOG FANCIERS BYLAWS AND CONSTITUTION

CONSTITUTION

These bylaws are subject to and governed by the State of Idaho Title 30 Corporations: Chapter 30 - Idaho Nonprofit Corporation Act and the Articles of Incorporation of the Coeur d'Alene Dog Fanciers, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Idaho State Not-For-Profit Corporation or other statutory reference Laws, the Idaho State Not-For-Profit Corporation or other statutory reference Act will be controlling.

Name and Objectives

SECTION 1. The name of the club shall be Coeur d'Alene Dog Fanciers, Inc.

SECTION 2. The objectives of the club shall be:

- a) to further the advancement of all breeds of purebred dogs;
- b) to encourage responsible ownership of all dogs whether they be purebred or mixed breed (All-American);
- c) to protect and advance the interests of all purebred and mixed breed (All-American) dogs and to encourage sportsmanlike competition at dog shows, obedience trials, and other performance events;
- d) to encourage education and training of all dogs;
- e) to conduct educational meetings and seminars to enrich the knowledge of our members and the community in the areas of canine health and training;
- f) to encourage and promote the knowledge and quality breeding of all breeds of purebred dogs and to do all possible to align their natural qualities with their breed standard;
- g) to conduct sanctioned matches, dog shows, obedience trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the bylaws.

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.

ARTICLE I

Membership

SECTION 1. Eligibility

There shall be five (5) types of membership.

1. Individual - Enjoys all club privileges including the right to vote and hold office.
2. Household - Two adults residing in the same household. Each shall be entitled to a separate vote. If more than two (2) adults reside in the residence, they would require an additional membership type (s). Only one member of a household may serve concurrently on the Board.
3. Lifetime - A member with twenty (20) years of continuous membership shall automatically become a lifetime member with all privileges and rights without dues required to include voting and may hold office.
4. Associate - Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area, as well as to individuals who live in the club's area but are not active). These members shall not be counted in the membership for a quorum for voting purposes.
5. Junior - Open to minors 9 to 18 years of age; a non-voting/non office-holding membership which they may convert to regular membership status at the start of the fiscal year following their 18th birthday.

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. Dues

All membership dues are payable on or before October 31st of each year. New members joining on or after August 1st. are considered paid for the following year.

Dues shall be set by the Board of Directors with the following guidelines: Individual & Associate Dues shall not exceed \$100.00 per year.

Household Dues shall not exceed \$150.00 per year. Junior Dues shall not exceed \$50.00 per year.

No member may vote whose dues are not paid for the current year.

During the month of August, the Treasurer or designee shall send to each member a statement of dues for the fiscal year.

Each new member shall receive a copy of the constitution and bylaws.

SECTION 3. Election to Membership

Each applicant for membership shall apply on a form approved by the Board which states that the applicant agrees to abide by this constitution and bylaws and the rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the fiscal year. All applications for membership shall be filed with the Membership Chair. Applicants must meet the requirements for membership specified in the club procedures document. After the requirements for membership have been met, each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of 3/4 of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply until six (6) months have elapsed.

SECTION 4. Termination of Membership

Memberships may be terminated by:

- a) 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.
- b) Lapsing. A membership, in good standing, will be considered as lapsed and automatically terminated if such members' dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional thirty (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) Expulsion. A member may be terminated by expulsion as provided in Article VI of these bylaws.

SECTION 5. Loss of voting privileges

The unexcused absence of a voting member from three (3) consecutive meetings or failure to volunteer and work at one annual club event, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal with confirmed delivery receipts will be considered by the club's board of directors. The difference in dues will be forfeited.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings

Meetings of the club may be held in the greater Coeur d'Alene area on the fourth Tuesday of each month (except December) unless otherwise specified by the Board by methods that provide synchronous audio. These methods may include virtual, video, teleconference, or hybrid formats as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary no less than ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

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 may also be called by the 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 by methods that provide synchronous audio. These methods may include virtual, video, teleconference, or hybrid formats as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary no less than ten (10) 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 (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3. Board Meetings

Meetings of the Board may be held in the greater Coeur d'Alene area each month (except December) by methods that provide synchronous audio. These methods may include virtual, video, teleconference, or hybrid formats as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary no less than two (2) days prior to the date of the meeting. A quorum for the Board meetings shall be a majority of the Board.

SECTION 4. Special Board Meetings

Special Board meetings may be called by the President or shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held by methods that provide synchronous audio. These methods may include virtual, video, teleconference, or hybrid formats as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary no less than two (2) days prior to the date of the meeting. Lesser prior notice may be given if agreed to by a majority, five (5), of the Board members. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Action without Meetings

Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is addressed by all members of the board. The board may proceed if a member(s) is/are deemed unresponsive after 48 hours and at least 2 communication forms have been attempted or prior notification of absence of a board member or officer is given. The action must be evidenced by one (1) or more written consents describing the action taken, addressed in writing by each director (unless deemed unresponsive per procedures), and included in the minutes filed with the corporate records reflecting the action taken.

(a) Action taken under this section is effective when the last responsive director addresses the consent, unless the consent specifies a different effective date.

(b) A consent signed under this section by the majority of the board has the effect of a meeting vote and may be described as such in any document.

SECTION 6. Voting

Each voting member in good standing whose dues are paid for the club's fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors

The Board shall be comprised of the officers and other persons, all of whom shall be members in good standing and all of whom shall be elected, for a total of nine (9) 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; however, decisions of the Board may be overturned by the general membership. Officers and Directors are required to attend 75% of board and special board meetings throughout the year. If an Officer or Director misses over 25% of the meetings in a year, the remaining members of the board may choose to replace them.

SECTION 2. Officers

The club's officers, consisting of the President, Vice President, Secretary(ies), and Treasurer shall serve in their respective capacities both with regard to the club at its meetings and the Board of Directors at its meetings.

a) Officers and Directors shall be members in good standing for at least 24 months prior to taking office. This is to ensure they have a good knowledge of the club, and a clear vision of how to proceed.

- b) The President shall preside at all meetings of the club and of the Board of Directors and shall have the duties and powers normally pertinent to the office of President in addition to those particularly specified in these bylaws.
- c) The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity.
- d) 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; 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 any member in good standing upon written request once every club year, and carry out such other duties as are prescribed in these bylaws. Some of these duties may be delegated to a Board and/or committee member.
- e) The responsibilities of Secretary may be separated into roles for Recording Secretary and Corresponding Secretary at the discretion of the board.
- f) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

SECTION 3. Vacancies.

Any vacancies on the Board or among the officers shall be filled by a majority of the board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. A vacancy in the office of President shall automatically be filled by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board as outlined above.

SECTION 4. Indemnification.

The corporation shall indemnify the members of the Board of Directors and Officers of the Corporation to the fullest extent allowable under Idaho Law against any and all liability, loss, costs, damages, reasonable fees of attorneys, court costs, investigative costs, expert witness costs and other expenses which such Director(s) and/or Officer(s) may sustain or incur by reason of, or in consequence of rendering and carrying out their responsibilities and obligations under their office and in agreement with these Bylaws, and including but not limited to, sums paid and liabilities incurred in any settlement of, and expenses paid or incurred in connection with any claims, suit or judgement under any complaint or legal proceeding against them through this corporation, whether jointly or severally, and the corporation shall bear all costs and fees to be paid or incurred in defending any complaint or legal proceeding, including such Director(s) recovering or attempting to recover losses or expenses paid or incurred by such Director(s) in connection with any complaint or legal proceeding due to default or nonperformance of the corporation under terms of this indemnity provision.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year

The club's official and fiscal year shall begin on the first day of November and end on the last day of October.

SECTION 2. Annual Meeting

The Annual Meeting shall be held in the month of October at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article. The newly elected officers and directors shall take office the first day of November.

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. Nominations

During the month of May, the Board shall establish a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board.

- a) The Board shall name a chair for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before July 1st.
- b) The committee chair shall notify the board of their selection. Pending board approval, the chair will notify committee persons and alternates of their selection.
- c) The committee shall nominate at least one candidate for each office and positions on the Board and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing.
- d) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated.
- e) Additional nominations may be made at the August meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position.
- f) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- g) Ballots must be received during the Annual meeting and submitted by secret ballot on paper or by anonymous electronic polling.

SECTION 4. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received, the Nominating Committee's slate shall be declared elected, and no balloting will be required. Any uncontested position should be automatically elected.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board. Committee chairs must be voting members of the club.

SECTION 2. 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 positions 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 shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club.

Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100, 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. 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 and the deposit would be refunded. If the Board entertains jurisdiction of the charges, it shall fix a date for the hearing by the Board not less than one (1) week nor more than four (4) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery, and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer questions.

SECTION 3. Board Hearing

If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard.

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding 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 or the Board appointed committee's decision and penalty, if any.

SECTION 4. Expulsion

The members shall vote by secret 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 bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board 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.

SECTION 2.

The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. 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.

ARTICLE IX

Order of Business

Per Robert's Rules of Order, Newly Revised current edition.

ARTICLE X

Parliamentary Rules

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 bylaws and any other special rules of order the club may adopt.