

## CONSTITUTION

Amended October 3, 2023

### ARTICLE I. Name and Objectives

Section 1. The name of the club shall be Helena Montana Kennel Club.

Section 2. The objectives of the Club shall be:

- (a) To further the advancement of all breeds of purebred dogs.
- (b) To do all in its power to protect and advance the interests of all dogs eligible for AKC events, including dogs registered with an AKC Limited Registration number and dogs with a PAL (Purebred Alternative Listing) and dogs listed with AKC Canine Partners, and to encourage sportsmanlike competition at dog shows, trials, and events. To help educate its members and the dog-owning public about responsible dog ownership.
- (c) To conduct sanctioned matches, dog shows, obedience and rally trials, agility trials, herding activities, and any other event for which the Club is eligible under the rules and regulations of the American Kennel Club, and to encourage participation in AKC events.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may, from time to time, revise such bylaws as may be required to carry out these objectives.

### BYLAWS

#### ARTICLE I. Membership and Dues

Section 1. Membership in this Club shall be divided into three classifications.

- (a) Full Membership shall be limited to persons eighteen (18) years of age and over, either individual or family. A full member enjoys all club privileges including the right to vote and hold office. A family membership consists of two or more persons of the same household, but only two of those family members over the age of 18 have the right to vote and hold office.
- (b) Junior Membership shall be limited to persons under eighteen years of age. A junior member is entitled to all the privileges of membership except that he/she may not vote or hold office.
- (c) Associate Membership shall be for an individual or family who is not active (does not meet the minimum requirements for a new member), and who lives within or outside of the Club's area. Associate members are not entitled to vote, hold office or have other club privileges.

Any member must be in good standing with the American Kennel Club and subscribe to the purpose of this Club. A member in good standing is an individual who is not suspended by the American Kennel Club or this Club and whose dues for the year are current.

While membership is to be unrestricted as to residence, the Club's primary purpose is to represent the breeders and exhibitors residing within a 50-mile radius of Helena, Montana.

## Section 2. Dues.

Membership dues will be set by the Club upon approval of 20 percent of the current members, but shall not exceed \$75 for any membership classification. Dues will be reviewed and set no later than the December meeting of each year, to be payable on or before the annual meeting.

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

Before the annual meeting, the Secretary shall notify each member that his/her dues are payable.

## Section 3. Election to Membership

Each application for membership shall be on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by this Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name and address of the applicant, declare full, junior, family or associate member and it shall carry the endorsement of two (2) members.

All applications are to be filed with the Secretary. The Membership Review Committee shall make a recommendation to the Membership for acceptance or rejection of the application within 90 days of the application submission. Recommended applications shall be read at the first meeting of the Club following acceptance. At the next Club meeting, where the applicant shall not be in attendance, the application may be voted upon by secret ballot and affirmative votes of three-fourths (3/4) of the membership present and voting at that meeting shall be required to elect the applicant. The newly elected member shall submit the dues payment for the current year within 15 days of election to membership. Dues payments for applicants who are elected to membership after July 31 of the current year shall be prorated at 50% of the annual membership dues. Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

## Section 4. Membership in the Club may be terminated by:

- (a) Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by the March meeting. 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.
- (b) Expulsion: A member may be terminated by expulsion as provided in Article VI of these by-laws.
- (c) Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary.

Any personally obligated debts that are owed by any person whose membership has been terminated are in no way canceled by the termination.

## ARTICLE II. Meetings and Voting

### Section 1. Club meetings

Club meetings shall be held monthly at a day and time designated by the Board of Directors. Club meetings shall either be held in-person in the Helena, Montana area, by videoconference, or a combination of both. If videoconference is used, the Board shall use a hosting platform that is accessible to members at no charge to any individual member(s).

Notice of such meetings shall be sent or posted by the Secretary, or other designated Officer, at least a week prior to the date of the meeting. The quorum for such meetings shall be 20 percent 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 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 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 sent by the Secretary at least five (5) 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. If the urgency of the meeting so requires, notification may be made by telephone or email. The quorum for such a meeting shall be 20 percent of the members in good standing.

### Section 3. Board meetings

Board meetings shall be designated by the Board as needed. Notice of such meetings shall be sent or emailed by the Secretary, or other designated Officer, at least five (5) days prior to the date of the meeting. The quorum for 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, 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 (or within 25 miles of) the City of Helena, Montana, or by videoconference at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be sent by the Secretary, or other designated Officer, at least five (5) days and not more than ten (10) days prior to the date of the meeting, or email notice shall be sent at least three (3) days and not more than five (5) 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 meeting shall be a majority of the Board.

### Section 5. Voting

Each full 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 or she is present. Hereinafter, such a qualified member of the Club will be referred to as a member in good standing. Proxy or absentee voting will not be permitted at any Club meeting or election.

### ARTICLE III. Directors and Officers

All individuals nominated to hold an office must be a full member exceeding the minimum “new membership” participation requirements, must live within the 50 mile radius of Helena (the Club’s primary area of influence), be a member in good standing, having no outstanding “wants and warrants” and have the basic skills required for the position they have been nominated to hold. The individual may not be an officer in another general kennel club during the same period of time.

#### Section 1. Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, and Treasurer, all of whom shall be elected for three (3) year terms at the Club’s annual meeting. Terms shall be staggered, so that elections for President and Secretary shall be held on the same year, and elections for Vice President and Treasurer shall be held at the same time on a different year. Additional Board members shall include the outgoing President of the Club for a one (1) year term, and three (3) other at-large members, who are full Club members in good standing, and who shall be elected for three (3) year staggered terms at the Club’s annual meeting, also provided in Article IV. Each Board member is entitled to one vote. General management of the Club’s affairs shall be entrusted to the Board of Directors.

Officers and Board members may not serve in their positions for more than two consecutive three year terms, except by recommendation of the Nominating Committee and approval of the Board.

Officers and Board members who lose their good standing in the Club shall also be removed from office and their position will be filled according to Section 3, Vacancies, below.

Generally, absences by Officers and Board members should be excused. If an Officer or Board member fails to perform the duties of the position, the Board shall confer with the Officer or Board member regarding performance deficiencies and allow a reasonable opportunity for the Officer or Board member to demonstrate acceptable performance. If the Board finds that the performance deficiencies have not been corrected, the Board may by majority vote remove the Officer or Board member from the position and fill the position according to Section 3, Vacancies, below.

#### Section 2. Officers

President: The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally pertinent to the office of President in addition to those particularly specified in these constitutions and bylaws.

Vice President: The Vice President shall have the powers and exercise the duties of President in case of the President’s death, absence, or incapacity.

Secretary: 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/she 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 so prescribed in these Constitution and Bylaws, pertinent to the office or as required by the Club.

Treasurer: The Treasurer ensures the collection and receipt of all moneys due or belonging to the Club and receipts therefore and shall carry out such other duties pertinent to the office or as required by the Club. He/she shall ensure deposit of the collected moneys, in a bank satisfactory to the Board, and he/she shall report to them, at every meeting, the condition of the Club's finances and every item or receipt not before reported. At the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer and any other person(s) responsible for these account(s) shall be bonded in an amount to cover the Club's assets.

By the end of February each year, the Treasurer will open and present to the Board the books for the previous fiscal year. A committee consisting of at least one Board member and one club member who is not a Board member will review the books. Whenever the Treasurer responsibilities are conveyed to a different person or upon request of the Board, the Board may designate an individual or group to review the books and will open and present those books to the Board. Reviewing parties will present a written report to the Board of Directors.

Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then Board members. The position of President shall be filled by the Vice President.

#### ARTICLE IV. The Club Year, Annual Meetings, Elections

##### Section 1. Club year

The Club's fiscal year shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December.

The Club's official year shall begin immediately on 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 directors and officers shall be elected according to Section 3 of the Article. They shall take office immediately upon the conclusion of the election. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

##### Section 3. Elections

The nominated candidate receiving the greatest number of votes for each office or position on the Board shall be declared elected. Any full active member, or up to ~~3~~ 2 full members in a family membership in good standing is permitted one vote for each office or vacancy to be filled. The vote shall be by secret ballot.

##### Section 4. Nominations

No person may be a candidate in a Club election who has not been nominated. Before the December meeting, the Board shall 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 committee and alternates of their selection. The chairman of the Nominating Committee as appointed by the President shall call a meeting of the committee before the December meeting.

- (a) The Committee shall solicit the membership for individuals who are willing to fill the position to be voted upon. The Committee will review the qualifications of the interested members. The Committee will select only one candidate for each office and for each director whose term is expiring. After obtaining the permission of the nominees, the chairman will report to the Secretary the names of the nominees, who shall be full members in good standing.
- (b) The candidates for nominations shall be read at the December meeting by the chairman of the nominating committee. Additional nominations may be made at this time by an active full member in good standing provided that the person so nominated is also in good standing and if in attendance, accepts when his/her name is proposed and provided further that, if the proposed candidate is not in attendance at the meeting, the proposer shall present to the Secretary a written willingness to be a candidate. No person may be a candidate for more than one position.
- (c) The candidates announced at the December meeting may prepare a statement of their qualifications for the Newsletter to be published prior to the elections at the Annual meeting.
- (d) Nominations shall be closed by three (3) calls from the Chair of the Nominating Committee after no additional nominations have been received.

#### ARTICLE V. Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, 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 Board to aid it on particular projects.

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 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 member in good standing 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 \$10.00 which shall be forfeited to the Club 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 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 will refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board 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 certified 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. 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 majority vote, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, and if it deems that punishment insufficient, it may 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 Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put into 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 on 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 sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/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 invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VII. Amendments or Suspension of Rules

Section 1. Amendments 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 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 secret vote within three (3) months of the date when the petition was received by the Secretary. Subject to the approval of the American Kennel Club, these Constitution and Bylaws may be amended by majority vote of the members present and voting at any regular or special meeting called for the purpose, but the proposed amendments must be embodied in the call for any such meeting and mailed/emailed to each member at least two (2) weeks prior to the date of such meeting.

Section 2. The Club may, out of necessity or for other good cause, suspend any of the requirements or provisions of these Bylaws upon a three-fourths (3/4) affirmative vote of those present at a

club meeting or special club meeting provided that: (1) a quorum is present; and (2) notice of the issue was provided via written notice distributed at least five (5) business days prior to the meeting.

#### ARTICLE VIII. Dissolution

Section 1. The Club may dissolve at any time by the written consent of not less than two-thirds (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 of Directors.

#### ARTICLE IX. Order of Business

Section 1. At meetings of the Club the order of business, as far as the character and nature of the meeting may permit, shall be as follows:

- ☐ Roll call
- ☐ Minutes of last meeting
- ☐ Report of the President
- ☐ Report of Vice President
- ☐ Report of the Secretary
- ☐ Report of the Treasurer
- ☐ Report of the Committees
- ☐ Unfinished Business
- ☐ New Business
- ☐ Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present shall be as follows:

- ☐ Minutes of the last meeting
- ☐ Report of the Secretary
- ☐ Report of the Treasurer
- ☐ Report of the Committees
- ☐ Unfinished Business
- ☐ New Business
- ☐ Adjournment



Section 3. Subject to the Club's constitution and bylaws, all procedures shall be governed by the current edition of "Robert's Rules of Order," Newly Revised.