

GREATER LOWELL KENNEL CLUB, INC.

CONSTITUTION AND BY-LAWS

(effective October 9, 2018)

CONSTITUTION

ARTICLE 1 – Name and Objects

SECTION 1. The name of the Club shall be The Greater Lowell Kennel Club, Inc.

SECTION 2. Objects of the Club shall be:

- (a) To further the advancement of all breeds of purebred dogs;
- (b) To promote by every means the owning, quality breeding, and exhibiting of purebred dogs;
- (c) To conduct sanctioned matches, dog shows and obedience trials and any other events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and under no circumstances is to pay a salary, fee, commission or dividend to any member.

SECTION 4. The accrued funds of the Club may be devoted to the above purpose or to make specific bequests to such civic or charitable organizations as shall be approved by a majority vote of those in attendance and voting at a Club meeting.

BY-LAWS

ARTICLE 1 – Membership

SECTION 1. Eligibility: There shall be three types of membership: Regular, Associate and Junior.

- (a) **Regular Membership** shall be open to all people eighteen (18) years of age or over who are in good standing with the American Kennel Club and 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 to the breeders and exhibitors in its immediate area.
- (b) **Associate Membership** shall be open to all people eighteen (18) years of age or over who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club and who will not be active in all club activities and meetings. All benefits of the Club shall accrue to an Associate Member EXCEPT the right to vote or hold office.
- (c) **Junior Membership** shall be open to people under eighteen (18) years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. All benefits of the Club shall accrue to a Junior Member EXCEPT the right to vote or hold office. At the age of eighteen (18) years of age a Junior Member shall automatically become a full member.

SECTION 2. Dues: Membership dues are payable on or before the 1st day of January of each year. Changes to dues may be proposed by the Board of Directors and submitted in writing to the members for a vote. Affirmative votes of two thirds (2/3) of the members present and voting at the next meeting of the Club shall be required. Dues shall not exceed Forty dollars (\$40.00) per year for Regular Members. Associate Members and Junior Members dues shall be one-half (1/2) of the amount of Regular Member dues. During the months of November and

December notice of dues shall appear in the Club's newsletter. The Treasurer shall send out dues statements to each member no later than December 1st.

SECTION 3. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-laws and the Rules and Regulations of the American Kennel Club. The application shall state the name, address and breed of dog owned by the applicant and shall be endorsed by two (2) members. Dues for the current year must accompany the application. All applications are to be filed with the Corresponding Secretary and each application to be published in the Club's newsletter immediately following its receipt. Each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting each applicant shall be voted on by written secret ballot, and affirmative votes of three-fourths (3/4) of the members present and voting at the meeting shall be required to elect the applicant. Applicants who have been rejected by the Club may not reapply within six (6) months of such rejection.

SECTION 4. Termination of Membership: Membership may be terminated:

- (a) By resignation: Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) By lapsing: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board of Directors may allow an additional thirty (30) days of grace to delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to vote at any Club meeting.
- (c) By expulsion: A member may be terminated by expulsion as provided in Article VI of this Constitution and by-laws.

ARTICLE II – Meetings

SECTION 1. Club Meetings: There shall be six (6) Regular Meetings of the Club to be held within the greater Lowell, Massachusetts area, at such time and place as may be designated by the Board of Directors. Meetings are required in the months of April, June, and August (Annual Meeting). Written notice of each such meeting shall be sent by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, this requirement may be satisfied by publishing the meeting notice in the Club's newsletter. The quorum for such meetings shall be 20% of the Regular members in good standing.

All written notices must be sent via the US Postal Service or e-mail in accordance with current AKC policy.

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 of Directors who are present and voting at any regular or special meeting of the Board of Directors; and must be called by the Corresponding Secretary upon the receipt of a petition signed by five (5) Regular members of the Club who are in good standing. Such special meetings shall be held within the greater Lowell, Massachusetts area, at such time and place as may be designated by the person or persons herein authorized to call such meetings. Written notice of such meeting shall be sent by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. Such notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the Regular members in good standing.

SECTION 3. Board Meetings: Meetings of the Board of Directors shall be in person within the greater Lowell, Massachusetts area, by video conference, or by teleconference, and shall be held at least four (4) times each year at such time and place as may be designated by the President. Notice of each such meeting shall be sent by the Corresponding Secretary at least five (5) days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board Members.

The Board of Directors may conduct its business by mail or e-mail through the Recording Secretary. Business conducted by e-mail must include the following requirements:

- every Board member must be provided with the means to participate;
- a procedure must be in place to verify the identity of all individuals participating to ensure that they are the eligible Board members;
- a mechanism must be in place to verify that the eligible Board members are "listening";
- all Board members must agree to participate in this manner.

The quorum for conducting business shall be a majority of the Board.

SECTION 4. Special Board Meetings: Special meetings of the Board of Directors may be called by the President; and must be called by the Corresponding Secretary upon written request signed by at least (3) members of the Board. Such special meetings shall be held within the greater Lowell, Massachusetts area, at such time and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent by the Corresponding Secretary at least five (5) days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other Club business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board Members.

SECTION 5. Voting: Each Regular 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/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III – Directors, Officers and AKC Delegate

SECTION 1. Board of Directors: The Board of Directors shall be comprised of the President, Vice President, Corresponding Secretary; Recording Secretary; Treasurer and four (4) other persons, all of whom shall be elected for one-year terms at the Club's annual meeting as provided for in Article IV. 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, Corresponding Secretary, Recording Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and the Board, and have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in this Constitution and by-laws. He/she shall have custody of the Club property that shall be stored in one place designated by the Board. Rental of such space is to be paid for by the Club. He/she shall distribute property to authorized persons and shall take receipt for same. He/she shall be a member *ex-officio*, with non-voting status, of all committees.
- (b) The Vice President shall, in case of the President's death, absence, or incapacity, have the powers of, and exercise the duties of the President.
- (c) The Corresponding Secretary shall have charge of all correspondence, notify officers and directors of their election to office, notify new members of their election to membership, keep a roll of members of the club and their addresses and carry out such other duties as prescribed by this Constitution and by-laws.
- (d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which the Club shall order a record be kept.
- (e) The Treasurer shall collect and receive all monies due the Club. He/she shall deposit said monies in a bank satisfactory to the Board in the name of the Club. The books shall, at all times, be open to

inspection by the Board. The Treasurer shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and at the January meeting he/she shall render an account of all money received and expended during the previous fiscal year.

- (f) The offices of Corresponding Secretary and Recording Secretary may be held by the same person upon the vacancy of one of the positions, in which case the Board shall be comprised of eight (8) persons.

SECTION 3. Delegate To The American Kennel Club: The Greater Lowell Kennel Club's Delegate to The American Kennel Club will be elected by the membership for a three (3) year term. The Delegate will be reimbursed for expenses not to exceed a limit to be established by the Board. The Delegate must provide receipts for all expenditures. The prospective Delegate MUST:

- (a) Be a member in good standing of the Greater Lowell Kennel Club;
- (b) Before nomination agree to the following:
 - (1) Must attend March and September AKC Delegate meetings and others as designated by the delegate and approved by the members.
 - (2) Solicit membership input at regular Club meetings on issues scheduled to be discussed at the next Delegate Meeting;
 - (3) Provide a written report following each Delegate Meeting with particular regard to those subjects of particular interest to the membership of the Greater Lowell Kennel Club.

SECTION 4. Vacancies: Any Vacancies occurring on the Board or in the position of Delegate during the year shall be filled for the unexpired term by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, except that a vacancy in the office of the 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 Meetings & Elections

SECTION 1. Club Year: The Club's fiscal year shall begin January 1st and end on December 31st. The Club's official year shall begin immediately at the conclusion of the election at the next annual meeting.

SECTION 2. Annual Meeting: The annual meeting shall be held in the month of August, at which time officers and directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 5 (a) of this Article. Every third (3rd) year a Delegate to the American Kennel Club shall be elected by secret written ballot from among those nominated in accordance with Section 5 (b). Officers and Directors shall take office immediately upon conclusion of the election, and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election. The Delegate will take office after approval by the American Kennel Club.

SECTION 3. Proxies: Proxy voting will not be permitted at any Club meeting or election.

SECTION 4. Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such position shall be declared elected. In a year when election is held for Delegate to the American Kennel Club, the nominated candidate for such position who receives the greatest number of votes shall be declared elected.

SECTION 5. Nominations: An individual must be a member in good standing to be nominated for any position. No person may be a candidate in a Club election who has not been nominated. During the month of April, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates. The Corresponding Secretary shall immediately notify the committee and alternates of their selection. The Board shall name the Chairperson for the committee, and it shall be his/her duty to call a committee meeting, which shall be held on or before the 15th of May.

- (a) The Committee shall nominate one candidate for each office and four (4) candidates for the other four positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.
- (b) Every third (3rd) year the Nominating Committee shall nominate one candidate for Delegate to the American Kennel Club and, after securing the consent of the person so nominated, immediately report this nomination to the Corresponding Secretary in writing.
- (c) Upon receipt of the Nominating Committee report, the Corresponding Secretary shall notify each member in writing of the Nominating Committee's Selection at least two (2) weeks prior to the June meeting.
- (d) Additional nominations may be made at the June meeting by any member who has been in good standing for at least one (1) year and is in attendance at the meeting, provided that the person so nominated does not decline when his/her name is proposed, and provided further, that if the proposed candidate is not present, his/her proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position, with the exception of the AKC Delegate, and the additional nominations, which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V – Committees

SECTION 1. At the first or second Board Meeting of each official year, the Board shall appoint the following committee Chairpersons , who will in turn appoint committee members as appropriate:

- (a) Show Committee. A separate Show Chairperson shall be appointed for each show that the Club plans to hold during the year. Each Chairperson shall be in direct charge of and responsible for all phases of the Club's show for which he/she was appointed.
- (b) Auditing Committee. This committee, which shall consist of the Chairperson and one (1) additional member, shall examine the records of the Treasurer during the last month of the official year and report its findings at the annual meeting.
- (c) Website & Social Media Committee: This committee will maintain all aspects of the club website and social media, as directed by the Board.
- (d) Such other Committee Chairpersons as are considered necessary.

SECTION 2. Special committees may also be created by the Board to aid it on particular projects. Such *ad hoc* committees must have a singular purpose, a deadline, and shall dissolve on the deadline. The Board shall appoint a Chairperson, who shall be in charge of all aspects of said committee.

SECTION 3. Any Committee appointment may be terminated by a majority vote of the full Board membership, upon written notice to the appointee. The Board may then appoint a successor other than the original appointee.

SECTION 4. All committees shall always be subject to the final authority of the board.

ARTICLE VI – Discipline

SECTION 1. American Kennel Club Suspension: Any member who is suspended from privileges of the American Kennel Club automatically shall be suspended from any of 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 Corresponding Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 would not constitute 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 charge it shall fix a date of a hearing by the Board not less than 3 weeks or more than 6 weeks thereafter. The Corresponding 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. Board Hearing: The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment is 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 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 Corresponding Secretary. The Corresponding 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 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 in 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 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

SECTION 1. Proposing Amendments to the Constitution and By-laws.

Amendments to the Constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 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 the recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. Voting on Amendments to the Constitution and By-laws.

The Constitution and by-laws may be amended by a two-thirds (2/3) vote of the members present and voting by secret written ballot at any regular or special meeting called for the purpose. The proposed amendments must have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

SECTION 3. No amendment to the Constitution or By-laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII – Dissolution

SECTION 1. Dissolution: The Club may be dissolved at any time by the written consent of not less than two thirds (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, but after payment of the debts of the Club, its property and assets shall be given to charitable organizations for the benefit of dogs selected by the Board of Directors.

ARTICLE IX – Order of Business

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

Minutes of the last meeting
Minutes of Board Meeting (where applicable)
Report of President
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election of Officers, Board and on the third year Delegate (Annual Meeting)
Election of new members
Unfinished business
New business
Adjournment

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

Minutes of last meeting
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished business
New Business
Adjournment

SECTION 3. All procedures not covered in the Club's Constitution and by-laws shall be governed in accordance with Robert's Rules of Order (Revised).