

# GREATER KANSAS CITY SHETLAND SHEEPDOG CLUB, INC.

## CONSTITUTION

### ARTICLE I

SECTION 1. The name of the Club shall be The Greater Kansas City Shetland Sheepdog Club, Inc.

SECTION 2. The objectives of the Club shall be:

- (a) To do all possible to bring the natural qualities of the Shetland Sheepdog 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 Shetland Sheepdogs shall be judged;
- (c) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows and obedience trials;
- (d) To conduct sanctioned matches, dog shows, and obedience trials under the rules of The American Kennel Club.
- (e) To engage in any lawful act or activity for which non-profit corporations may be organized under the Kansas General Corporation Code.

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

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

SECTION 1. **ELIGIBILITY.** There shall be three types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this corporation. While membership is to be unrestricted as to residence, the corporation's primary purpose is to be representative of the Shetland Sheepdog breeders and exhibitors

in its immediate area.

SECTION 2. **TYPES OF MEMBERSHIPS**. The three types of membership shall be:

- (a) **Active Membership** - open to persons 16 years of age or older;
- (b) **Family Membership** - which consists of husband and wife, both of whom shall enjoy full membership privileges, including voting privileges.
- (c) **Junior Membership** - for members of an individual or family membership who are at least 12 years of age and not over 16 years of age. NOTE: Junior members may not hold office nor shall they have voting privileges.

SECTION 3. **DUES**. The Board of Directors shall have the authority to establish the annual dues of the Club membership each fiscal year. Any change in the amount of annual dues from the preceding year shall be ratified by a simple majority vote of the members in good standing who present at the time of the vote. Failing such majority vote, the annual dues must remain the same as in the previous fiscal year, and any subsequent presentation of a proposed change in annual dues must await the passage of six months' time from the meeting wherein the proposal to change the annual dues was defeated. No member may vote whose dues are not paid for the current fiscal year. During the month of April, the Treasurer shall send each member a statement of his or her dues for the year. Dues for the current year must be paid by the annual meeting to be eligible to vote at that meeting. Annual dues may not exceed \$25.00 for family memberships nor exceed \$15.00 for individual memberships.

SECTION 4. **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 these Constitution and Bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant, and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Recording Secretary, and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting, the application will be voted upon and affirmative votes of 3/4 of the members present and voting at the meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 5. **TERMINATION OF MEMBERSHIP**. Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the

first day of each fiscal year.

- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. A membership may be terminated by expulsion as provided in ARTICLE VI of these Bylaws.

## ARTICLE II

SECTION 1. **CLUB MEETINGS**. Meetings of the Club shall be held within 25 miles of the City of Kansas City on the third Thursday of each month, at such hour and place as may be designated by the Board of Directors. Notice of meetings shall be given by the Recording Secretary at least ten days prior to such meetings. The members present and voting at at meeting, either regular or special, shall constitute a quorum. Board meetings shall be held on a regular basis at least six times during the Club year, as more clearly defined in SECTION 3 of this ARTICLE.

SECTION 2. **SPECIAL CLUB METTINGS**. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within 25 miles of the City of Kansas City, at such a place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more that 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. **BOARD MEETNGS**. Meetings of the Board of Directors shall be held within 25 miles of the City of Kansas City. Board meetings shall be held on a regular basis at least six times during the Club year, at a time and place voted on by the Board at the annual meeting. An annual meeting of the Board shall be held within 30 days of the Club's annual meeting. A quorum of five voting members of the Board must be present to conduct business. The Recording Secretary may call a meeting of the Board upon the petition in writing of three Board members.

SECTION 4. **SPECIAL BOARD MEETINGS**. Special board meetings 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 within 25 miles of the City of Kansas City at such place, date, and hour 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 five days and not more than 10 days prior to the date of the meeting or telegraphic notice shall be filed 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 a meeting shall be a majority of the Board.

SECTION 5. **VOTING**. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he or she 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 President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and four other persons. The four additional Directors shall be elected for two year terms, with two being elected in each even-numbered year and two being elected in each odd-numbered year, all of whom shall be elected at the Club's annual meeting as provided in ARTICLE IV, and all of whom shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. **OFFICERS**. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meeting and the Board and its meeting.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case the President's death, absence or incapacity. The Vice President shall be the Program Chairman, in addition to those duties and powers particularly specified in these Bylaws.
- (c) The Recording 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. The Recording Secretary shall keep a roll of the members of the Club with their addresses and carry out such

other duties as are prescribed in these Bylaws.

(d) The Corresponding Secretary 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. The Corresponding Secretary shall act as correspondent with other clubs and periodicals, in addition to those duties particularly specified in these Bylaws.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be at all times open to inspection of the Board, and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he or she shall render an account of all monies received and expended during as specifically prescribed in these Bylaws. The Treasurer shall be bonded in such amount as determined by the Board of Directors.

SECTION 3. **VACANCIES.** Any vacancies occurring in the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of the vacancy, or at a special Board meeting called for that purpose; 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 MEETING, ELECTIONS

SECTION 1. **CLUB YEAR.** The Club's fiscal year shall begin on the first day of June and end on the 31st day of May. The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through the conclusion of the next annual meeting.

SECTION 2. **ANNUAL MEETING.** The annual meeting of the members of the Club shall be held during the first month of the fiscal year at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with SECTION 3 of this ARTICLE. They shall take office immediately upon the conclusion of the annual meeting. Each retiring Officer and Director shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. **ELECTIONS.** No person may be a candidate in a Club election who has not

been nominated. During the month of March, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting which shall be held on or before the May Club meeting. The slate of Officers and Directors shall be presented at the May meeting, and shall be presented for election at the June meeting.

- (a) The Committee shall nominate one candidate for each office and candidates for the other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing. The Recording Secretary shall see that each member receives a written copy of the nominating committee's slate of candidates with the notice that further nominations may be made at the May meeting. The Recording Secretary is to provide for this mailing at least two weeks prior to the May meeting.
- (b) Additional nominations may be made at the May meeting by any member in attendance provided that the person so nominated accepts when his or her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. 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 among those members who have not accepted a nomination of the Nominating Committee.
- (c) Nominations cannot be made at the annual meeting in any other manner than as provided for in this SECTION.
- (d) The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

## ARTICLE V

### COMMITTEES

SECTION 1. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as 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 the privileges of The American Kennel Club automatically shall be suspended from the privileges if 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 or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of ten dollars (\$10) 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, and 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Corresponding 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 own defense and bring witnesses if he 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 suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting in 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 Recording Secretary. The Recording 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 by 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. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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 of Directors or by written petition addressed to the Recording 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 Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## ARTICLE VIII

## DISSOLUTION

SECTION 1. **DISSOLUTION.** The Club may be dissolved at any time by the written consent of not less than two-thirds of the members.

SECTION 2. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in furtherance of the purposes set forth in these ARTICLES. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 meeting may permit, shall be as follows:

Roll Call

Introduction of guests  
Minutes of last meeting  
Report of President  
Report of Corresponding Secretary  
Report of Treasurer  
Report of Committees  
Election of Officers and Directors (at  
annual meeting)  
Election of new members (when applicable)  
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:

Reading of minutes of last meeting  
Report of Recording Secretary  
Report of Corresponding Secretary  
Report of Treasurer  
Report of Committees  
Unfinished business  
New business  
Adjournment

end