



# Winnegamie Dog Club, Inc.

## Constitution and Bylaws

Revised 10/01/2012

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# **WINNEGAMIE DOG CLUB CONSTITUTION AND BYLAWS**

## **ARTICLE I**

### **NAME AND OBJECTIVES**

Section 1. The name of the Club shall be Winnegamie Dog Club.

Section 2. The objectives of the Club shall be:

(a) To further the advancement of all breeds of purebred dogs, to protect the health and well-being of all dogs, and to promote responsible dog ownership for all dogs.

(b) To conduct dog shows, obedience trials, and sanctioned matches, classes, programs, exhibitions, and such other events as will promote interest in purebred dogs and their breeding, exhibition, training and care.

(c) To devote all profits accruing to the Club to the above purposes or to make specific donations to such charitable civic or educational organizations as shall be approved by a majority vote of those in attendance and voting at a Club meeting.

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. Under no circumstances shall the club pay any member a salary, fee, commission or dividend for serving the club as an officer, board member or trainer of club-sponsored training classes, serving on any committee, or any other work for the club that accrues service hours. Reimbursement for providing a service would not be considered as inuring to the benefit of a member.

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 II

### MEMBERSHIP

Section 1. **MEMBER IN GOOD STANDING:**

Hereafter in these Constitution and Bylaws, the reference to a member in good standing shall be used to describe a member as set forth in Article II.

Section 2. **ELIGIBILITY:**

While membership is to be unrestricted as to residence, the territory of the Club shall be the cities of Appleton, Neenah, Menasha, Oshkosh and the surrounding areas.

There shall be three types of voting memberships open to all persons 18 years of age or older who are in good standing with the American Kennel Club, and who fully subscribe to the objectives of the Club as stated in Article I of the Bylaws.

There shall be an Individual membership which enjoys all Club privileges including the right to vote and hold office.

There shall be a Household membership consisting of one or two adult members residing in the same household, each eligible to vote and hold office, as well as any children under the age of 18 residing in the same household.

A Lifetime membership shall be given to those individuals who have been members for 25 or more consecutive years. Lifetime members pay no dues but are eligible to vote and hold office.

A Junior membership shall be available to children between the ages of 8 through 17, who subscribe to the objectives of the Club as stated in Article I of these Bylaws, but such Junior membership shall be non-voting.

At the age of 18 a Junior member may notify the Secretary in writing or via email of his/her age and pay any fees necessary to bring his/her status to a voting member for the remainder of the year.

At the age of 18 a child from a household membership may fill out a membership form, attend two meetings, be approved by the Board and pay all necessary fees to bring his/her status to a voting member for the remainder of the year.

Section 3. **DUES:**

Membership dues shall be received by the Treasurer prior to the election of officers at the annual meeting in January of each year. There will be individual, household and junior memberships, whose cost shall be determined by a majority vote of the members present at the September Club meeting each year, based upon a recommendation from the Board of Directors, entitling those members to full privileges in the organization as stated in the above section. Anyone who is approved for membership on or after the October Board meeting will not be required to pay additional dues for the following year.

## ARTICLE II (continued)

### 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. Accompanying the application, the prospective member shall submit dues for payment for the current year.

Applications shall be filed with the Membership Chair or the Treasurer in the absence of the Membership Chair. An applicant must pay their dues and then attend two out of four consecutive meetings. At the first Board meeting following the fulfillment of the attendance requirement, the applicant will be voted upon and approved with affirmative votes of the majority of Board members.

Applicants for membership who have been rejected by the Board may not reapply within six months after such rejection.

### Section 5. **TERMINATION OF MEMBERSHIP:** Memberships may be terminated:

(a) By 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) By lapsing. A membership will be considered as lapsed and automatically terminated if dues are not received by the Treasurer before the election of officers at the annual meeting.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws. When a membership is terminated, the person(s) forfeits all claims to any monies in the Club treasury. The Club shall not recognize any claim by such person(s).

## **ARTICLE III**

### **MEETINGS**

#### **Section 1. REGULAR CLUB MEETINGS:**

Meetings of the Club shall be held in the cities of Appleton, Neenah or Menasha on the first Thursday of each month at such an hour and place as may be designated by the President. This information shall be posted on the club website and sent to each member via the monthly newsletter. If it is not possible to hold the meeting on the first Thursday of the month, the President shall designate a different date, time and place, which shall be posted on the club website and sent to all members by email at least 5 days prior to the revised date. The quorum for such meetings shall be ten. One or more meetings may be omitted during the summer months by a majority vote of members at any regular meeting.

#### **Section 2. SPECIAL CLUB MEETINGS:**

Special meetings of the Club 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, or 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 in the cities of Menasha, Appleton, or Neenah and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be sent by the Secretary, using the same means of communication that the member has chosen for delivery of the Club newsletter, to all Club members at least five days and not more than 15 days prior to the date of the meeting; and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meetings shall be 15.

#### **Section 3. BOARD MEETINGS:**

Meetings of the Board of Directors shall be held any time after the first week of the month at such day, hour and place as may be designated by the President. The club secretary will notify all board members by phone or email at least 5 days prior to the day of the meeting. The date and time for such meetings will also be posted on the club website and included in the monthly newsletter. No Board meetings shall be secret and any member of the Club in good standing may attend, but only the members of the Board may vote upon the issues presented. A quorum for Board meetings shall be five.

#### **Section 4. SPECIAL BOARD MEETINGS:**

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request from at least five members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such a meeting. Notice of such meeting shall be sent by the Secretary, using the same means of communication that the member has chosen for delivery of the club newsletter, to all Club members at least five days but not more than ten days prior to the date of the meeting. Any such notice shall state the purpose for the meeting and no other business shall be transacted thereat. A quorum for such meetings shall be five.

## ARTICLE IV

### DIRECTORS AND OFFICERS

#### Section 1. **BOARD OF DIRECTORS:**

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three other persons. All persons other than officers of the Club elected to the Board of Directors shall be elected for a term of three years, one director being elected each year. Of the Board elected at the organizational meeting, one director shall be elected for a one-year term, one director for a two-year term and one for a three-year term. Officers of the Club shall be members of the Board of Directors for one year during their term of office. 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, 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 of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

(b) The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity for the unexpired term. The Vice President shall be the Chair of the Constitution and Bylaws Committee.

(c) 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 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 are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a financial institution satisfactory to the Board, in the name of the Club. The books shall include all receipts and disbursements and shall be open to inspection by the members. A report shall be given at every meeting on the condition of the Club's finances. At the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. A dues notice shall be sent to members by placing such notice in the November, December and January membership newsletters.

Section 3. **VACANCIES:** Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a vote of the members of the Board at the first regular Board meeting following the creation of such a vacancy. A majority vote of the Club members present at the first regular meeting following the Board's appointment shall be necessary to make the Board's appointment official. Appointment shall be confirmed or rejected by secret written ballot.

## ARTICLE V

### THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS

#### Section 1. **CLUB YEAR:**

The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

#### Section 2. **ANNUAL MEETING:**

The annual meeting shall be held in conjunction with the regular January meeting at which the director and officers for the ensuing year shall be elected. If more than one person has been nominated for office in accordance with Section 5 of this Article, voting must be by secret written ballot. In the event that only one person has been nominated for any office in accordance with section 5 of this Article, a secret written ballot is not necessary. The officers and director so elected shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office before the regular January Board meeting, which shall not be held less than two weeks after elections.

#### Section 3. **PROXY AND ABSENTEE VOTING:**

Proxy and absentee voting will not be permitted at any Club meeting or election.

#### Section 4. **ELECTIONS:**

The nominated candidate receiving the greater number of votes for each office and board position shall be declared elected.

#### Section 5. **NOMINATIONS:**

No person may be a candidate in a Club election who has not been nominated. During the month of May 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 Board shall name a Chair for the committee, whose duty it shall be to call a committee meeting, which shall be held on or before November 15<sup>th</sup>.

(a) The Nominating Committee shall pick at least one but not more than three candidates for each office and for one member of the Board of Directors, and shall secure the permission of the nominees to have their names placed on the slate of candidates before submitting a report of the nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall forthwith notify each member through a notice placed in the December newsletter of Candidates so nominated.

(c) Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one office and the additional nominees which are provided herein may be



(c) (cont.) selected from among those members who were not nominated by the Nominating Committee or who declined such nomination as provided. However, no person who has declined the committee's nomination may be nominated at the December meeting for the same position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in Article V, Section 5.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. At its May meeting, the Board shall appoint the following committees and/or chairpersons:

(a) **Show Chair**, who shall then appoint a show committee that shall include the previous year's Show Chair if possible. The committee must consist of at least five members including the Chair.

(b) **Auditing Committee**, which shall consist of three members, which shall examine the records of the Treasurer in a timely manner after the close of the fiscal year and report its findings in writing to the Club at the February meeting.

(c) **Nominating Committee**, as provided for in Article V, Section 5 of these Constitution and Bylaws.

(d) **Obedience Chair** (Head Trainer), whose committee shall include an obedience secretary and the additional trainers who are appointed by the Chair.

(e) Such other committees as are considered desirable.

Section 2. The committees and/or chairpersons will be in direct charge of and responsible for all phases of the Club's activities in the respective fields, subject, however, to the final authority of the membership.

Section 3. The appointment of these specified committees and/or chairpersons shall be presented to the membership for approval at the June meeting.

Section 4. 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 VII

### DISCIPLINE

Section 1. **AMERICAN KENNEL CLUB SUSPENSION:** Any member who is suspended from all the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period, all dues to be forfeited.

Section 2. **CHARGES:** Charges may be preferred against any member for alleged misconduct prejudicial to the best interests of the Club, under the following procedures:

(a) The Board shall investigate any instance of alleged misconduct brought to its attention. If, after its investigation, the Board finds that sufficient evidence exists to warrant the filing of charges, it shall submit to the Secretary two copies of such charges with specifications.

(b) Any member may prefer charges against another member for such alleged misconduct by submitting to the Secretary two copies of such charges with specifications, together with a deposit of \$10.00, which shall be forfeited if the charges are not sustained.

(c) Upon receipt of charges against a member, either by a special committee or by an individual member, the Secretary shall promptly notify the Board which shall fix a date for a Board hearing, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. **BOARD HEARINGS:** 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 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 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 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 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing 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 members present shall then vote by secret ballot on the proposed expulsion. A 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 VIII**

### **AMENDMENTS**

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 20 percent of the membership in good standing.

Section 2. The Constitution and Bylaws may be amended by a 2/3 secret ballot of the members present and voting at any regular or special meeting called for the purpose, provided that the proposed amendments have been included in a call for any meeting at which the amendment is to be discussed and sent to each member at least two weeks prior to the date of of such meeting using the same means of communication that the member has chosen for delivery of the newsletter.

Section 3. No amendment to the Constitution and Bylaws 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 IX**

### **DISSOLUTION**

Section 1. **DISSOLUTION:** The club may be dissolved at any time by the written consent of not less than 2/3 of the voting 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 one or more charitable organizations for the benefit of dogs selected by the board of directors.

## **ARTICLE X**

### **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
- Minutes of Last Meeting
- Report of the Board
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- New Business
- Election of Officers and Board Member (at annual meeting)
- 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 Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

## CODE OF ETHICS

In the interest and welfare of all dogs, and in the interest of the welfare and promotion of purebred dogs of all breeds, and in the interest and promotion of the Winnegamie Dog Club, we the members set forth this code of ethics:

All members of the Club will put the welfare of their breed above all else where breeding is concerned. Members engaged in the actual breeding will make an effort to produce dogs of exceptional quality and to exhibit these dogs as frequently as possible. (Please note that the term “dog” is not gender specific.)

Health shall be of prime consideration in a breeding program. We suggest that no bitch shall be bred on her first heat unless this occurs after twelve months of age and that no bitch should be bred more than two out of three heats unless there be valid reasons for doing otherwise.

Breeding between any dog or bitch which produces disqualifying or disabling faults in the majority of offspring should not be repeated. If this same bitch or dog produces like results from other matings, the breeder will refrain from further use of this animal for breeding.

Puppies shall be priced on the basis of individual quality. Members will uphold prices so as not to be injurious to their breed.

No member shall engage in the wholesale selling of dogs, or litters of puppies to such places as catalog houses, pet dealers, or any speculative source of distribution. Members shall not participate in the offering of dogs as prizes in raffles, contests, or drawings of any sort. No member shall solicit dogs for the above purposes.

All puppies and grown stock will be kept and sold in a clean and healthy condition. No dog will be sold without adequate protection against communicable disease.

No member shall engage in false or misleading advertising in regard to purebred dogs.

Club welfare and reputation should be a prime concern of all members and should be placed above individual prestige, or monetary gain. Every effort should be made on the part of members to reconcile and settle divergent problems within Club ranks and in accordance with the then existing Constitution and Bylaws.

When participating in or attending American Kennel Club point shows, obedience trials, sanctioned matches, fun matches, or any activity the Club undertakes, members will conduct themselves in a sportsmanlike manner which will be a credit to themselves, the Club, and the breed they represent.

Each member of the Winnegamie Dog Club has a moral obligation to adhere to this code of ethics and to conduct himself/herself in a manner befitting a person dedicated to the improvement and protection of pure-bred dogs.

No Club member may use the Winnegamie Dog Club name as an endorsement for a private venture.