



# Tennessee Valley Kennel Club, Inc.

## BYLAWS



### ARTICLE I - MEMBERSHIP

#### Section 1. Eligibility

Each Voting member shall be entitled to one vote. No member shall vote whose dues are not paid for the current year. There shall be four types of membership, as follows:

- A. **General Membership** shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.
- B. **Junior Membership** shall be ineligible to vote, hold office, or serve on the Board of Directors. A junior member shall advance to general membership immediately following his/her eighteenth birthday and shall be entitled to all general membership privileges and obligations.
- C. **Honorary Membership** shall be for anyone who has been a Tennessee Valley Kennel Club member. Honorary members pay no dues and are not eligible to vote. They can maintain regular membership if they pay dues.
- D. **Lifetime Membership** shall be for anyone who has been a Tennessee Valley Kennel Club "General Member" for at least 25 years, and who has been nominated for this recognition for their meritorious service to the club. Nominated members must receive a 2/3 majority vote from the voting members present. Lifetime members pay no dues but are eligible to vote and hold office.

#### Section 2. Dues

All membership dues may be reviewed as needed and recommended by the Board of Directors. Any dues changes must be approved by March 1<sup>st</sup> of the calendar year so that the Treasurer may make the changes prior to the mailing of the dues notices. Honorary and Lifetime members pay no dues except in cases where the eligible honorary member chooses to also retain regular membership status.

During the month of March, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

#### Section 3. Election to or Reinstatement of Membership

Each applicant for membership shall attend a minimum of three meetings before being accepted into club membership. Application must be on a form as approved by the Board of Directors and on which the applicant must agree to abide by these constitution and Bylaws and the Rules of the American Kennel Club.

Applications shall be obtained, in person, from a club officer or member in good standing at the meeting in which the prospective member is a guest. In no way does this meeting constitute the first meeting for the purpose of reading the application. All applications are to be filed with the Corresponding Secretary and shall carry the endorsement of two members in good standing.

Each application shall be read at the first meeting attended by the applicant after the application has been filed with the Corresponding Secretary. At the second club meeting attended as an Applicant, the application shall be voted upon, and an affirmative vote of 2/3 of the voting membership present shall be required to elect the applicant.

All unexercised applications shall be terminated at the end of six months from the date of application and dues remitted back to the applicant.

Applicants for membership who have been rejected by the club may not re-apply within six months after such rejections.

#### **Section 4. Termination of Membership**

Membership may be terminated by:

- A. Resignation. Any member in good standing shall resign from the club upon written notice to the secretary; but no member shall resign when in debt to the club. Dues obligation shall be 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 60 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 - MEETINGS AND VOTING**

### **Section 1. Club Meetings**

Meetings of the Club shall be held monthly in the Greater Knoxville area at such date, hour, and place as may be designated by the membership at the Annual Meeting. The Board may recommend a change of the meeting date for a specific cause. Written notice of each such meeting shall be sent by the Corresponding Secretary at least 10 days prior to the date of the meeting. E-Mail notices may be sent to members who have agreed in writing to receive e-mail communications. The quorum for the general meeting shall be 20% of the Voting membership 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, or by the Corresponding Secretary upon receipt of a written petition signed by five members of the club who are in good standing. Such special meetings shall be held in the Greater Knoxville area at such hour and place as may be designated by the person or persons authorized to call such meetings. Written notice of such meeting shall be mailed by the Corresponding Secretary at least 5 days and not more than 15 days prior to the date of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be 20% of the voting membership in good standing.

## **Section 3. Board Meetings**

Meeting of the Board of Directors shall be held at least 2 times per quarter and 8 times per year in the greater Knoxville area at such date, hour, and place as may be designated by the board. Written notice of each such meeting shall be sent by the Corresponding Secretary at least 10 days prior to the date of the meeting. E-mail notices may be sent to Board members who have agreed in writing to receive email communications. The quorum for such meetings shall be a majority of the Board.

## **Section 4. Special Board Meetings**

Special meetings of the Board may be called by the President, or by the Corresponding Secretary upon receipt of a written request signed by at least 3 members of the board. Such special meetings shall be held in the greater Knoxville area and at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting must be mailed by the Corresponding Secretary at least 5 days and not more than 15 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 member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of that club at which he is present. Proxy voting will not be permitted at any club election meeting.

# **ARTICLE III - DIRECTORS AND OFFICERS**

## **Section 1. Board of Directors**

The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and six other members all of whom shall be members in

good standing and all of whom shall be elected for one year terms. Additionally the club shall have an AKC delegate who shall be a member in good standing and who shall be elected for four year terms at the Clubs annual meeting as provided in Article IV and shall serve until their successors are elected. The position of AKC delegate shall be a "Non-Voting" position on the board. However the AKC delegate may be nominated and elected to any position on the board on an annual basis. The general management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall issue a written report to the club after each Board of Directors Meeting covering the business transacted.

## **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 meetings and the Board and its meetings. These Officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the club.

- 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.
- B. The **Vice-President** shall have the powers and exercise the duties of the President in case of the President's absence, incapacity, or death.
- C. The **Recording Secretary** shall keep a record of all meetings of the Club and the Board, maintain a membership roll, take and report all minutes of meetings, and keep a record of all matters which shall be ordered by the club.
- D. The **Corresponding Secretary** shall have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office and maintain a membership roll complete with addresses.
- E. The **Delegate to the American Kennel Club** shall be elected for a period of 3 years, shall represent the club at meetings of the American Kennel Club, and report to the President and the board of directors on all matters affecting the Club or its interests. The delegate shall be a "Non-Voting" member of the board of directors of the club. However the delegate is eligible to run for and be elected to any office or position on the board of directors on an annual basis.
- F. The **Treasurer** shall collect and receive all moneys due or belonging to the Club and receipt therefore. He shall deposit the same in a bank, satisfactory to the Board, in the name of the club. His books shall at all times be open to inspection of the Board and he shall report 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 shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded by a reputable bonding firm, such expenses for bonding to be paid by the club. The Treasurer shall provide the Club a complete financial report of each event of the club within 60 days

of the event. At the end of the fiscal year, an audit shall be made and a report of these findings be given to the Board of Directors and the Club.

### **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 of all the then members of the Board at its first regular meeting following the creation of such vacancy or at a special Board meeting called for that purpose, except a vacancy in the office of President shall be automatically filled by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board. Notice of such election shall be included in a regular meeting notice prior to such election.

## **ARTICLE IV - THE CLUB YEAR, ANNUAL MEETING, ELECTION, & NOMINATIONS**

### **Section 1. Club Year**

The Club's Fiscal year shall begin on the first day of June and end on the thirty-first day of May.

### **Section 2. Annual Meeting**

The annual meeting shall be held in the month of May at which directors and officers for the ensuing year shall be elected by ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the adjournment of the Annual meeting. And each retiring officer shall turn over to his successor in the office all properties and records relating to the office within 15 days, except the Treasurer, Recording Secretary, and Corresponding Secretary shall turn over to his successor all properties and records within thirty days.

### **Section 3. Elections**

The nominated candidate receiving the greatest number of votes for each position shall be declared elected. The six nominated for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

### **Section 4. Nominations**

No person may be a candidate in a club election who has not been nominated. During the month of January, the board shall select a nominating committee consisting of five members; no more than two of which may be a member of the board. The corresponding secretary shall immediately notify the committee of their election. The board will name a chairman for this committee and it shall be his duty to call a committee meeting and it shall be held on or before the first day of March.

- A. The committee shall nominate one candidate for each office, and for AKC delegate, who may, but need not be, an officer of the club, and 6 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 corresponding secretary in writing.
- B. Upon receipt of the committee's report, the corresponding secretary shall, at least two weeks prior to the April meeting, notify each member in writing of the candidates so nominated.
- C. Additional nominations may be made at the April meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed; and provided further that, if the proposed candidate is not in attendance at this meeting his proposer shall present to the corresponding secretary a written statement from the proposed candidate showing his willingness to be a candidate. No person may be a candidate for more than one position. (Except in the case of the AKC delegate being nominated for an officer or board position.)
- D. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

## **ARTICLE V - COMMITTEES**

### **Section 1. Standing Committees**

The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience, rally, agility, and companion dog events, membership, and other fields which may be served by committees. Ad hoc committees may also be appointed by the Board to aid in particular projects.

### **Section 2. Termination of Committee Appointment**

Any committee appointment may be terminated by a majority vote of the members of the Board present, upon which written notice to the appointee and the Board may elect successors to those persons whose services have been terminated by a majority vote.

## **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 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 interest of the club. Written charges and specifications must be filed in duplicate with the Corresponding Secretary, together with a deposit of \$100.00 which shall be forfeited if the board declines jurisdiction or does not sustain the charges 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 actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interest of the club, 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 3 weeks nor 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 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 complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all testimony and evidence presented by the 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 cases the suspension shall not restrict the defendants' right to appear before his fellow members at the ensuing club meeting which considers the board's 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 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 on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, the board's findings and recommendations, and invite the defendant, if present, to speak on his own behalf, if he wishes. The members present shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those voting members present shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

## **ARTICLE VII - AMENDMENTS**

### **Section 1. Amendments Proposed**

Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the corresponding 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 corresponding secretary, for a vote within 3 months of the date when the petition was received by the secretary.

### **Section 2. Voting on Changes to Constitution and Bylaws**

The constitution and bylaws may be amended by a 2/3 vote of the eligible voting members present at any regular or special meeting called for the purpose, but proposed amendments must be embodied in the call for any such meeting and mailed/e-mailed to each member at least two weeks prior to the date of each meeting.

### **Section 3. American Kennel Club Approval for Changes to the Constitution and Bylaws**

No amendment to the constitution and bylaws adopted by the club shall be 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 2/3 of the voting members. In the event of the dissolution of the club, other than for the purpose 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 member 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, as recommended by the board of directors and approved by 2/3 of the then eligible voting members.

## **ARTICLE IX - PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS**

### **Section 1. Robert's Rules**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

## **Section 2. Order of Business at Meetings**

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 Corresponding Secretary

Report of the Treasurer Report of the AKC Delegate Report of Committees

Election of Officers and Board (at Annual Meeting)

Election of New Members

Unfinished Business

New Business Adjournment

## **Section 3. Order of Business at Board Meetings**

At meetings of the board, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Minutes of the last meeting of the Board

Report of the Corresponding Secretary

Report of the Treasurer

Report of the AKC Delegate

Report of Committees

Unfinished Business

New Business Adjournment

These Bylaws were revised/amended and approved by vote of the Tennessee Valley Kennel Club, Inc. at the meeting of October 18, 2011.