

**AMENDED
CONSTITUTION AND BYLAWS
OF
ELECTRIC CITY KENNEL CLUB**

**ARTICLE I.
CORPORATE NAME AND PROVISIONS**

Section 1. Name and Business Office. The name of this corporation is ELECTRIC CITY KENNEL CLUB. The principal office of the corporation for its transaction of business shall be an address designated by the Board of Directors and may be changed at any time by a vote of the Board.

Section 2. General and Specific Purposes and Objectives.

A. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Montana Non-Profit Corporation Act for public purposes.

B. The purpose of the corporation is to ensure ongoing public benefit from purebred dogs through programs and activities:

1. to further the advancement of all breeds of purebred dogs;
2. to do all in its power to protect and advance the interests of dog shows, obedience trials, agility trials, tracking tests and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club and encourage sportsmanlike competition at such events;
3. to conduct sanctioned matches, dog shows, obedience trials, agility trials, tracking tests and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
4. to encourage and promote humane treatment of dogs;
5. to promote the breeding and training of purebred dogs;
6. to sponsor an educational program for member of the public at large;
7. to disseminate knowledge regarding dogs, their training, breeding, care, treatment and raising in general;
8. to conduct classes for the training of dogs and their handlers;
9. to encourage the training of judges;
10. to encourage the fraternal union of dog lovers, and sponsor a more keen, competitive interest in dogs among dog owners; and
11. to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

Section 3. Limitations. The property of this corporation is irrevocably dedicated to charitable, educational and social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment of provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) as applicable, for the benefit of dogs.

No director, officer, employee, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent the Corporation's payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as determined by the Board of Directors.

Notwithstanding any other provisions of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under Section 501(c) of the Internal Revenue Code of 1986 in its regulations as they now exists or as they may later be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility. There shall be five (5) types of membership open to all persons 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 of the breeders and exhibitors in its immediate area.

- Member in good standing - An individual who is not suspended by the American Kennel Club or the Club and whose dues for the year are already paid.

- Member Status – Loss of Voting Privileges

The unexcused absence of a voting member from three (3) consecutive meetings or failure to volunteer and work at one annual club event, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal will be considered by the club's board of directors. The difference in dues will be forfeited.

Types of membership:

- A. Regular (Individual) - Open to all persons over 18 years of age; enjoys all club privileges including the right to vote and hold office.
- B. Household – Two (2) adult members residing in the same household; each eligible to vote and hold office.
- C. Junior - Open to children under 18 years of age; non-paying, nonvoting/non office holding membership which may automatically convert to regular membership at age 18.
- D. Honorary - An honorary member is a person subscribing to the purposes of the Club or who may have performed a meritorious service in behalf of dogs. Such persons may be nominated by any member in good standing. Membership shall be granted by a favorable vote of the majority of voting members present at the next regular club meeting. Honorary members pay no dues and shall not be entitled to vote.
- E. Life – For those who have been members for a long period of time (20+ years); Life members pay no dues but are eligible to vote and hold office.

Section 2. Dues. Dues shall be determined annually by the Board of Directors assuming office on the first day of January each year but such dues shall not exceed ten dollars (\$10.00) per member or fifteen (\$15.00) per Household. Membership dues are payable on or before the first (1st) day of January of each year. During the month of December, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. Election to Membership.

- A. Each applicant for membership shall apply on a form as approved by the Board of Directors and which abides by this Constitution and Bylaws and by the rules of the American Kennel Club. At a minimum, the application shall state the name, address, and occupation of the applicant and it shall carry the name and addresses of two personal references. Accompanying the application, the prospective member shall submit dues payment for the current year to the Secretary.
- B. All applications are to be filed with the 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 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.
- C. Applicants for membership will be notified by the secretary of the results.
- D. The waiting period for membership status may be waived by the unanimous vote of all members present.
- E. Applicants for membership who have been rejected by the Club may not re-apply within six (6) months of the date of 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 Secretary, but no member may resign while 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; however, such delinquent members may be granted an additional thirty (30) days of grace by the Board of Directors in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of that meeting.

C. by Expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

**ARTICLE III.
MEETINGS AND VOTING**

Section 1. Club Meetings. Meetings of the Club shall be held within twenty-five (25) miles of the City of Great Falls at a minimum every other month, at a place to be designated yearly by the Board of Directors of the Club. Written notice of each meeting shall be mailed or e-mailed by the Secretary at least 10 days prior to the date of the meeting. A yearly schedule of meetings will be provided at the first meeting in January of each year. The quorum for such meetings shall be twenty (20) percent of the members in good standing.

Section 2. Special Club Meetings. Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and 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 called and held within twenty-five (25) miles of the City of Great Falls 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 or e-mailed at least five (5) days and not more than fifteen (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 twenty (20) percent of the members in good standing.

Such notices may be sent by either the Secretary or the President.

Section 3. Board Meetings. Meetings of the Board of Directors of the Electric City Kennel Club shall be held in or within twenty-five (25) miles of the City of Great Falls or via telephone conference call or via video conference at such a date, and time and place

as may be designated by the President with the concurrence of the majority of the Board. The quorum for such a meeting shall be the majority of the Board.

Section 4. Special Board Meetings. A special meeting of the Board may be called by the President; and shall be called by the Secretary, upon receipt of a written request by at least three members of the Board. A special meeting of the Board may be called by one Board member, by telephone or direct contact, if an emergency arises requiring immediate action by the Board. Such special meetings shall be held in or within twenty-five (25) miles of the City of Great Falls at such hour, place, and date as may be designated by the members authorized herein to call such meetings.

The purpose of such special meetings must be stated 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 is present. **Absentee balloting and proxy voting are not permitted.**

ARTICLE IV. DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall be comprised of the officers and three (3) other persons all of whom shall be members in good standing. The President, Vice President, Secretary and Treasurer, shall be elected for a one (1) year term. Additionally, three other persons shall be elected for a two (2) year term, one of whom shall be elected on alternate years, and all of whom shall be elected at the Club's December meeting as provided in Article V.

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 the Board of Directors, and shall have the duties and powers appurtenant to the office of President in addition to those specifically stated in the Bylaws.

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

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 or She shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership and issue cards (certificates) of membership to each member; notify officers and directors of their election to office; keep the roll (roster) of all members with their addresses (and phone numbers), which shall be sent to any member in good standing, upon written request, not more than once every club year, carry out

such other duties as are prescribed in these Bylaws. The secretary may send members notification of club meeting (also included would be dues notices; minutes and newsletters) and board members notification of board meetings via email, provided that:

- **Club members shall sign an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances. Secretary must send copy of minutes of the meeting adopting this method of communication to AKC.**

D. The Treasurer shall collect and record all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board in the name of the Club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the board of directors shall determine.

Financial Practices:

A. General

- 1) The Club's treasurer shall be adequately bonded.
- 2) Perform a periodic audit of the Treasurer's records to:
 - a) Ensure proper invoices (or other documentation) adequately support any payments.
 - b) Verify that bank reconciliations are performed accurately and timely.
- 3) If possible, it is preferable to have a person approving invoices different than the individual preparing and/or signing checks. Similarly, it is desirable to have an individual reconciling the bank accounts who is different from the person preparing and/or signing checks. Segregation of these duties provides a more desirable level of internal control.
- 4) Establish an audit committee of club members not involved in preparing or signing checks. Their role would be to annually review the detail of all cash receipts and disbursements.
- 5) The Treasurer shall prepare a quarterly balance sheet and income statement. This should include an itemized listing of all cash receipts and disbursements during the quarter.
- 6) Ensure all annual membership dues are collected on a timely basis.

B. Cash Management

- 1) All cash receipts should be deposited timely.
- 2) Bank accounts should be formally reconciled each month on a timely basis.
- 3) Follow-up on any checks outstanding for more than 3-6 months.
- 4) A second authorized signer for all checks over \$200.
- 5) Consider investing excess funds in an interest bearing account or certificate of deposit.

E. The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of three (3) officers (President, Vice President, Secretary-Treasurer), and three (3) other persons.

Section 3. Vacancies. Any vacancies occurring on the Board, or among the offices during the year shall be filled until the next annual election by a majority vote of the members at its first meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy of the Vice Presidency shall be filled by the Board.

ARTICLE V. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year and operating year shall begin on the first Day of January and end on the last 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 the month of December, at which meeting directors and officers for the ensuing year shall be elected by written secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in the office all properties and records relating to that office within 30 days after election.

Section 3. Elections. The nominated candidates receiving the greatest number of votes for each office shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated. All persons nominated must be members in good standing of the

Electric City Kennel Club and with the American Kennel Club, and must be paid-up, voting members. The nominating procedure is described in the following sub-sections:

A. At the November meeting, the President shall call for nominations from the general membership present. At this time, nominations shall be accepted for the positions of the President, Vice President, Secretary, Treasurer, and any Board positions up for election for the ensuing Official Year. A nomination shall originate from a member of the Club in good standing, and must be seconded by any additional member of the Club in good standing. If the proposed candidate is present, he or she must signify acceptance of the nomination. If the proposed candidate is absent, the nominator must present a written statement from the proposed candidate indicating willingness to serve if elected. The Secretary shall keep a record of each nomination for each office, as well as those declining. No person may be a candidate for more than one position. In the event that there are no nominees for any position at the November meeting, the President may appoint a Nominating Committee consisting of three (3) members. The Secretary shall immediately notify the committee of their selection. The President shall name a chairman for the committee, and it shall be his or her duty to call a committee meeting, which shall be held by December First (1st).

B. The committee shall nominate one candidate for each office or position for which no nominations were received at the Regular November Meeting. After securing the consent of each person so nominated, the committee shall immediately report their names to the Secretary in writing, as well as the names of members declining nomination for an office or Board position. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member of the candidates so nominated. Such notification shall be made prior to the December (Annual) Meeting.

C. Nominations cannot be made at the Annual Meeting or at any activity other than as provided in this section.

ARTICLE VI. COMMITTEES

Section 1. At its first or second meeting of the official year, the President shall appoint the following standing committees, for the official year, with approval from a majority of the Board.

Bench Show, Obedience Trial, and other AKC Sanctioned events. At its first or second meeting of the official year, the President shall appoint the following standing committees for the following official year, with approval from a majority of the Board. (Example: 1st meeting held in January 2014, Show committees appointed for 2015) **This committee shall direct all phases of the Club's sanctioned events, dog shows, and obedience trials subject to the authority of the President and the membership.**

Auditing Committee. This committee shall consist of three members who may examine the records of the Treasurer at any time and who shall see to it that the books are audited before the annual meeting. They must report at the annual meeting.

The President may appoint any other committees during the year deemed necessary or advisable with the approval of a majority of the Board.

Nominating Committee. This committee as mentioned in Article V, Section 4.

Section 2. Any committee appointment may be terminated majority 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 Section 3. The President shall be an ex-officio member of every committee with all voting privileges.

ARTICLE VII. DISCIPLINE

Section 1. Suspension. Anyone who has been 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 misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting called for the purpose. 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 do not allege conduct which would be prejudicial to the best interests 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 three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail and together with a notice of the hearing and the assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearings. The President of 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 the 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 (6) months from the date of the hearing. 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 fellow members at the ensuing Club meeting which considers the Board's recommendations. 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, each breed club of which the defendant is a member and the American Kennel Club 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 right or privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant if present to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting shall be necessary for expulsion. If the 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 twenty (20) 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 the recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. This Constitution and Bylaws may be amended by two thirds secret vote of the members present and voting at any regular or special 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 such meeting.

Section 3. No amendment to the constitution 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.

(The Club is required to inform the AKC of the effective date of all bylaw amendments and provide an amended set highlighting the new wording. Amendments to Member club bylaws become effective upon approval by AKC.)

ARTICLE IX. DISSOLUTION

Section 1. The Corporation may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Corporation other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation. Upon the dissolution or winding up of the Corporation its assets remaining after provision for and payment of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4), as applicable, for the benefit of dogs.

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 (may be written)
- Minutes of last meeting
- Report of the President
- Report of the Secretary Report of the Treasurer Report of
Committees
- Election of officers and Board (at the Annual Meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

**ARTICLE XI.
PARLIAMENTARY AUTHORITY**


Section 1. 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 other special rules of order the club may adopt.

Section 2. The President has the authority to maintain order and decorum during the meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of ELECTRIC CITY KENNEL CLUB, a Montana non-profit public benefit corporation; that these Bylaws, consisting of 12 pages, are the Bylaws of this Corporation as adopted by the Corporation effective JAN 17, 2015 upon approval by The American Kennel Club, and that these Bylaws have not been amended or modified since that date.

Executed on JAN 17, 2015, at Great Falls, Montana.



Printed name: Jan S Connor
Recording Secretary