

**FINGER LAKES KENNEL CLUB, INC.  
CONSTITUTION AND BY-LAWS**

**ARTICLE I**

**NAME**

Section 1. The name of this organization shall be, FINGER LAKES KENNEL CLUB, INC.

**ARTICLE II**

**LOCATION**

Section 1. Its principal place of business shall be at Ithaca, NY.

**ARTICLE III**

**PRINCIPAL OFFICE**

Section 1. Its principal office shall be at the Secretary's residence.

**ARTICLE IV**

**OBJECTS**

Section 1. The objects of the Club shall be:

- (a) to further the advancement of all breeds of pure-bred dogs:
- (b) to do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsman like competition at dog shows and obedience trials:
- (c) to conduct sanctioned matches, dog shows and obedience trials under the rules of the American Kennel Club:
- (d) to provide the general public assistance and to help educate the general public in the selection of pure-bred dogs.

Section 2. 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 benefit any member.

Section 3. The members of the Club, with American Kennel Club approval, shall adopt and from time to time may revise such by-laws as may be required to carry out these objects.

## ARTICLE V

### MEMBERSHIP

Section 1. Charter Members: The nine persons who subscribed to the Certificate of Incorporation, together with all other persons who on the date of the adoption of these by-laws were members of the unincorporated Finger Lakes Kennel Club are the charter members of the Finger Lakes Kennel Club, Inc.

Section 2. Prospective Regular Members: No application for membership shall be read or acted upon, except at a regular meeting of the club.

- (a) Prospective members must attend three (3) meetings before applying for membership.
- (b) Dues, Membership dues shall be at least ten dollars (\$10.00) but not exceed twenty-five (\$25.00) per person per year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.
- (c) Initiation Fee. The initiation fee shall be ten dollars (\$10.00).
- (d) The club secretary shall provide all new members with copies of these by-laws, the membership list, and other pertinent information.

Section 3. Any person over eighteen (18) years of age shall be eligible to make application for membership in this Club, provided (s)he is in good standing with the American Kennel Club and subscribes to the purposes of this club.

- Section 4. Membership application shall show name, business and residence address of the applicant and shall include an agreement to abide by the By-Laws of this club and the terms of the application.
- Section 5. Membership application is to be signed by the applicant and by two members in good standing, as sponsors, and is to be accompanied by the initiation fee. The application along with the proper fee, shall be transmitted by the proposers to the membership committee which shall screen the applicant, and immediately report its findings to the board. Upon approval of the board the application shall be transmitted to the Club Secretary and shall be read at the next meeting. At the following meeting the Secretary shall read the application again and it will be voted upon. A 3/4 affirmative vote of members present and voting shall be required to elect the applicant. Voting for new members shall be by secret written ballot. Prospective members should not be present at the time of the vote. Applicants for membership who have been rejected by the club may not re-apply within six months of such rejection.

Members who wish to comment on proposed applicants should contact the Secretary prior to the second reading of the application.

- Section 6. Life Membership: A life membership may be awarded to members who have faithfully performed a minimum of twenty (20) years of meritorious service to the organization. They shall have full privileges but pay no membership dues. This award shall be voted on by the membership. The Treasurer shall make the Club aware of those persons who have been members for twenty (20) years, in the month of November, and the membership shall vote on those names presented. All those receiving Life Membership shall be given this award at the December Annual Awards Ceremony.
- Section 7. Termination of Membership: Membership in this club may be terminated as follows:
- (a) by resignation, but no member shall be permitted to resign unless clear of all indebtedness to the Club;
  - (b) by non-payment of dues;
  - (c) by expulsion (see Article X);
  - (d) by death.

Section 8. Reinstatement: Any person whose membership has terminated as provided in Section 7 (b) of this Article may be reinstated on payment of his/her dues without action on the part of the Club, provided reinstatement is requested before the close of the year during which his/her membership was terminated. If application for reinstatement be made in a subsequent year, a two-thirds (2/3) vote of the members present at a regular meeting shall be necessary and, in addition, the person seeking reinstatement, prior to action on the part of the Club, must tender his dues for the current year. If reinstatement be denied, his/her dues for the current year shall be refunded.

## ARTICLE VI

### MEETINGS AND VOTING

Section 1. Club Meetings: Meetings of the Club shall be held in or within greater Ithaca area on the second Wednesday of each month at eight (8:00) o'clock p.m. at such place as may from time to time be designated by vote of the club, or as may be designated by the Board of Directors. Notice of such meetings shall be sent by the Secretary via news letter at least ten (10) days prior to said meetings. A quorum of 20% of members in good standing shall be required to conduct business at the meeting.

Section 2. Special Club Meetings: Special Club meetings may be called by the President or by a majority vote of the members or 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 meeting shall be held in or within twenty-five (25) miles of the greater Ithaca area, at such place, date, and hour as may be designated by the person or persons authorized to call such meetings.

Written notice of such meeting shall be mailed by the Secretary at least ten (10) business days and not more than fifteen (15) business 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 meeting shall be twenty percent (20%) of the members in good standing.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held in or within twenty-five (25) miles of the greater Ithaca Area, on the second Wednesday of each month at seven (7:00) o'clock p.m. or at such hour and place as may be designated by the Board. Written notice of such meeting shall be mailed by the Secretary at least ten (10) business days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

Section 4. Special Board Meetings: Special meetings of the Board may be called by the President, and shall be called by the Secretary, upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in or within the greater Ithaca area of the City of Ithaca, at such place, date and hour as may be designated by the person(s) herein authorized to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least ten (10) and not more than fifteen (15) business days prior to the date of the meeting. No business other than stated on meeting notice will be carried on.

Section 5. Each member in good standing whose dues are paid for the current year will be allowed to vote at any meeting he or she attends. No proxy voting will be allowed.

## ARTICLE VII

### OFFICERS AND DIRECTORS

Section 1. Board of Directors: The Board shall be comprised of nine (9) persons who shall be members in good standing. One third (1/3) of the board shall be elected each following year, for a three (3) year term.

Section 2. Duties and Powers of Officers and Board of Directors:

- (a) Generally, in addition to the duties hereinafter specifically set forth, it shall be the duty of every officer to perform such other duties as shall be assigned to him/her by the Club, by the President, or by these By-Laws.
- (b) The President shall preside at all meetings of the Club, and shall have the usual powers and duties of a presiding officer. The President may call for Board Meetings (special) asking the Secretary to

send notices as may be required to all Board members.

- (c) The Vice-President shall perform the duties of the President in the absence of the President, or during the latter's inability to serve.
- (d) The Secretary shall keep a record of all meetings of the Club and file all minutes of the Board. (S)he shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, notify new members of their election to membership, keep a roll call of the members of the Club with their addresses, and shall maintain custody of the books, papers and records of the Club. The Secretary shall surrender all funds received promptly to the Treasurer, and shall turn over proper bills and obligations of the Club to the Treasurer for payment. The Secretary shall also make up a membership packet to be given to each new member. The packet shall consist of a copy of the Constitution and By-Laws, membership list and a list the Officers and Standing Committee Chairman of the Club, and any other pertinent information. The Secretary shall mail to each member a notice of every meeting at least ten (10) business days in advance thereof.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. (S)he shall deposit the same in a bank designated by the Board, in the name of the Club. His/Her books shall at all times be open to inspection of the Board and (s)he shall report to the members at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting, (s)he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as may be determined by the Board of Directors. Expense of such bond to be assumed by the Club. The Treasurer shall send a Dues notification to all members (except Life Members) during the month of November stating that Dues are due and are payable by the 1st of January.
- (f) A Delegate to the American Kennel Club shall be elected by the membership. The term of office shall be for two (2) years and the person so elected may be re-elected. It shall be the duty of

such Delegate to represent the Club in all matters with the American Kennel Club.

Section 3.

The Board of Directors shall have control of the invested funds of the Club, and of all other real and personal property of the Club except current funds in the hands of the Secretary and Treasurer and except Club records, books, and papers properly entrusted to those officers.

- (a) To insure any and all of the real and personal property of the Club and to direct the Treasurer to pay the cost thereof without the consent of the Club.
- (b) The Board of Directors shall authorize payment to the AKC Delegate of necessary expenses involved in attending AKC meetings. The Delegate shall present vouchers of expenses, to the Board, for audit and approval.
- (c) To order the removal of any Director or Officer of the Club found guilty of improper or unbecoming conduct: provided, however, that no Officer or Director shall be removed until given an opportunity to be heard in his/her own defense.
- (d) The Board shall appoint a CPA to examine and audit the books and records of the Treasurer at the end of each year and more frequently at its discretion.
- (e) To present at the annual meeting a report, verified by the President and Treasurer or by a majority of the Board of Directors, showing the whole amount of real and personal property owned by the Club, where located and where and how invested, the amount of the property acquired during the year immediately preceding the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding the report and the purposes, object or persons to or for which such applications, appropriations, or expenditures have been made; and the names and places of the persons who have been admitted to membership in the Club during such year, which shall be filed with the records of the Club and an Abstract thereof entered into the minutes of the proceedings of the Annual Meeting. (Membership Corporation Law of NYS, Section 46).

- (f) A majority of the Board of Directors shall constitute a quorum thereof. A majority of the Elected Directors present shall be required to carry the proposition.
- (g) The Board of Directors may authorize expenditures up to two-hundred dollars (\$200.00).
- (h) The Board of Directors shall be subject at all times to these By-Laws and to the lawful instruction of the Club, and in addition to the duties above prescribed, shall perform such other duties as may be assigned to them by the Club, or elsewhere by these By-Laws.

Section 4. Qualifications of Officers, Directors and AKC Delegate: Any person who has been a member of the Club for a period of one year immediately preceding an election shall be eligible for election to any office or directorship.

- (a) Vacancies: how they may occur. A vacancy in any office or Directorship shall exist:
  - (1) when the incumbent has been removed as provided in sub-section, Article X, Section 4 of this constitution, or when (s)he has been suspended;
  - (2) when the incumbent has resigned from his/her office or directorship, or when his/her membership in the Club has been terminated in any way.
- (b) Vacancies: how filled. When a vacancy occurs, it may be filled at a regular meeting of the Club, or at a special meeting called for that purpose, but, in either case, notice of intention to hold the election shall be given in the notice of the meeting; except for the office of President, which shall be filled by the Vice-President.
- (c) Prohibitions on Officers and Directors: No Officer or Director shall receive, directly or indirectly, any salary, compensation or emolument from the Club either as such Officer or Director, or in any other capacity, except by two-thirds (2/3) vote of all elected Directors. No Officer or Director shall be interested directly or indirectly, in any contract related to the operation of the Club, or in any way contract for furnishing supplies thereto, except by such two-thirds (2/3) vote. (Membership Corporation Law, Section 47)



## ARTICLE VIII

### THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

- Section 1. The Club 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 installation of officers at the annual meeting and shall continue through the installation at the next annual meeting.
- Section 2. Annual Meeting: The annual meeting shall be held in the month of January at which time Officers, Delegate to the American Kennel Club and Directors for the ensuing year shall be installed. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.
- Section 3. Elections: The nominated candidates receiving the greatest number of votes for such positions shall be declared elected. The nominated candidates 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 September, the Club 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 Secretary shall immediately notify the committee persons and alternates of their selection. The person elected to the committee who has the most votes will act as Chair-person for the committee. The Chair-person shall call a meeting of the committee on or before the 30th of September.
- (a) The Committee shall nominate one candidate for each office, Board Member, AKC Delegate and for elected Committee Members as needed, and after securing the consent of each person nominated shall immediately report their nominations in writing by October 28th.
  - (b) The Secretary shall include the Nominating Committee report in the notice of November meeting.

- (c) Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.
- (d) Promptly after nominations from the floor have ended, elections for officers and directors will be held.
- (e) Nominations cannot be made at any other meetings or in any other manner than provided in this section.

Section 5. Order of Business: The order of business shall be as follows.

- (a) Calling the meeting to order;
- (b) Roll Call;
- (c) (Except at Special Meetings) Reading, correcting, and approving the minutes of the previous meeting, together with the minutes of any special meetings held since the last regular meeting;
- (d) Reading of new membership applications;
- (e) Report of Officers;
- (f) AKC Delegates Report;
- (g) Report of Committees;
- (h) Communications;
- (i) Unfinished Business;
- (j) New Business, Election of Officers and Directors;
- (k) Election of new members;
- (l) Adjournment.

Section 6. Quorum: One-third of the total membership of the Club shall constitute a quorum, but if one-third of the total membership be nine or more, nine members shall constitute a quorum, for the transaction of all business of the Club, except as other-wise specified in these By-Laws. (Membership Corporation Law, Section 20)

Section 7. Proxies: No proxy voting will be allowed.

Section 8. Rules of Order: The usual rules of Parliamentary Law as set forth in Roberts Rules of Order shall, where not in conflict with these By-Laws, govern all meetings and business of the Club.

## ARTICLE IX

### COMMITTEES

The President shall appoint standing committees as needed to advance the work of the Club in such matters as dog shows and obedience trails, membership and other fields which may well be served by committees. Special committees may be appointed by the President to aid the Club on particular projects. The appointments of said standing committees shall take place not later than the first regular meeting following elections of Officers and Directors. The standing committees will be program chair-person, publicity committee, membership committee, education committee, a bench show chair-person for two shows (if needed). The appointed show chair-person shall serve for at least two (2) years, but no more than four (4) years in succession.

## ARTICLE X

### 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 interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The 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, must constitute conduct prejudicial to the best interests of the Club. 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 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 (s)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 be 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/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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on 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 recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if (s)he 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.

The Board may with just cause and a 2/3 majority vote of the board and a majority vote of the membership present remove any appointed chairman or co-chairman from their appointed duties.

## ARTICLE XI

### AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed by Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 1. The Constitution and By-Laws may be amended by a two-thirds 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 (2) weeks prior to the date of the meeting.

Section 2. No amendment to the Constitution and By-Laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club. (Note: This is an American Kennel Club requirement if the Club is a member club).

## ARTICLE XII

### DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for 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 members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.