

CONSTITUTION AND BY-LAWS

Amended: August 18, 2015

Article I – Name

The name of this club is the “Mattaponi Kennel Club, Inc.”, of Prince William County and the surrounding area.

Article II – Objectives

The objectives of the club are to:

- a. Encourage and promote the interest of purebred dogs and the quality breeding of purebred dogs, and to do everything possible to perfect their qualities and characteristics.
- b. Do all in its power to protect and advance the interests of purebred dogs, and to encourage sportsman-like competition at dog shows, obedience trials, agility trials, and other dog-related events.
- c. Conduct shows, obedience trials, and other trials and tests within Prince William County, Virginia and the surrounding area. These events shall be held under the Rules and Regulations of the American Kennel Club.
- d. Inspire, unite, and promote fellowship among dog owners.
- e. Be concerned with and responsive to legislation relating to canine welfare and management.
- f. Provide community service programs relating to dogs in order to advance the concepts of responsible canine ownership.

Article III - Basic Policies

The following are basic policies of the club:

- a. 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.
- b. The club may cooperate with other organizations and agencies concerned with animal welfare, but persons representing the club in such matters shall make no commitments that bind the club unless directed to do so by the governing bodies of the club.

Article IV – Articles of Organization

The club exists as an incorporated association of its members. The Articles of Organization of this club, which exists as a not-for-profit corporation, include the Constitution and By-Laws of this club as from time-to-time amended and its Certificate of Incorporation.

Article V – Membership and Dues

Section 1. General Membership

Membership shall be open to persons who are in good standing with the American Kennel Club. While memberships shall not be restricted as to residence, the Club's primary purpose is to be representative of breeders, owners and exhibitors in its primary area. The Club shall offer 4 types of memberships, as follows.

Individual Membership

Any person 18 years of age or older, and who meets the above stated requirements, may apply for individual membership. 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.

Family Membership

Any couple or cohabitants may apply for family membership, as well as children, under 9, living with an adult member may apply for membership. A family membership is limited to two adults, each with one vote.

Junior Membership

Persons 9 years to 18 years of age are eligible for Junior Membership. An adult member of the club must sponsor the junior member. Applications for Junior Membership shall be submitted and voted on in the same manner as adult members. A one-time initiation fee will accompany the application. Junior members may not vote or hold office.

Honorary Membership

Honorary membership may be bestowed by the Club upon an individual who has rendered outstanding service to the Club, specifically, and to any breed of dog, generally. Honorary Membership shall not carry the right to vote on Club business and shall not require payment of dues. **Honorary members may maintain active voting status by payment of dues.**

Section 2. Prospective Member

Prospective members are required to attend 2 meetings in a 6-month period. Membership applications will be offered at all meetings to interested persons. Completed forms must be returned to the Membership Chairperson, or their designated representative, by the end of the second meeting that they have attended, in order to be eligible to be voted on as a new member at the next meeting. The names of all guests shall be published in the Club Newsletter each month. The names of all prospective members shall be published in the Club Newsletter in the issue prior to the meeting at which they will be eligible to be voted on for membership. After the publication of the applicant's name in the Club Newsletter, and upon submission of a completed application form, including a one-time initiation fee, the club shall vote upon the acceptance to the membership of the applicant. The applicant need not be present for a vote to take place. Voting shall be by secret ballot. Two-thirds of the members present and voting shall be required

for election to membership. Upon acceptance to the membership, the new member's yearly dues and application fee are due within 30 days from the date of the meeting at which they were admitted to membership. Applicants who have been rejected by the club may not reapply within six months of such rejection.

Section 3. Annual Dues

The amount of the Annual Dues for members of Mattaponi Kennel Club shall be recommended by the elected Board of Directors and shall be voted on by the general membership. Said Dues shall not be raised more than 100 percent in one year. Dues shall be determined for Individual, Family and Junior memberships, preferably no later than the October General Meeting, for the upcoming year. Written notification of the amount due shall be sent to each member and published in the Club Newsletter at least 30 days prior to the dues payable date. Dues shall be payable to the Secretary on or before January 1 of each calendar year. Members voted into the Club prior to October 1 shall be required to pay the full annual dues upon acceptance by the membership. Members voted into the Club after September 30 shall be required to pay the full annual dues upon acceptance by the membership, but said dues shall fulfill that member's requirement for the following calendar year. No member may vote whose dues are not paid for the current year.

Section 4. Termination of Membership

Membership may be terminated by:

- a. 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. Obligations other than dues are considered to be a debt to the club and must be paid in full prior to resignation.
- b. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members on a case-by-case basis when specifically requested by the individual club member or any member of the Board. In no case may a person whose dues are unpaid be entitled to vote at any club meeting until the account is settled.
- c. Expulsion. A membership may be terminated by expulsion as provided in Article X, Section 4, of this Constitution and By-Laws.

Article VI – Board of Directors, Officers and Their Election

Section 1. Board of Directors

The Board of Directors shall be comprised of four officers (President, Vice-President, Secretary and Treasurer), the past President, and four trustees elected from the membership-at-large. If the past president is not elected to the Board, such Individual shall not enjoy voting privileges but will serve in an advisory capacity only.

The Board of Directors shall be entrusted with the general management of the club's affairs, including the budget. The outgoing board and incoming board should hold a formal meeting to ensure formal turnover of outstanding board business.

Section 2. Officers and Their Election

- a. The officers of the club shall be a president, vice-president, secretary and treasurer.
- b. Officers shall be elected by the members of the club at the annual meeting as provided in Article VIII, Section 5. The nominated candidate receiving the greatest number of votes cast for each office shall be declared elected.
- c. The president, vice-president, secretary and treasurer shall hold office for two years. No officer shall be allowed to serve more than two consecutive terms in the same office, with the exception of treasurer. The president and treasurer positions will be available for election in alternating years from the vice-president and secretary.
- d. Officers shall take office immediately following election at the annual meeting. Each retiring officer shall turn over to their successor all properties and records relating to that office.

Section 3. Trustees At-Large (Directors) and Their Election

- a. Trustees At-Large shall be elected by the members of this club at the annual meeting as provided in Article VIII, Section 5, and shall take office immediately following their election. The nominated candidates receiving the greatest number of votes for the trustee positions shall be declared elected.
- b. Trustees At-Large shall be elected for two-year terms, two trustees each year and shall not serve consecutive terms.

Section 4. Nominations

- a. At the October Board meeting, the Board shall appoint a Nominating Committee consisting of one Board member, 2 members selected from the general membership, and 2 alternates. The secretary shall immediately notify the committeemen and the alternates of their selection. The board shall specify the chairperson for the committee and it shall not be the representative from the existing board. The chairperson shall call a committee meeting on or before December 1 of that year. No person may be a candidate in a club election who has not been nominated. Any person serving on the Nominating Committee may have his name placed in nomination for an officer or board position from the floor at the January meeting.
- b. The Committee shall nominate at least one candidate for each office being vacated and two candidates for the two retiring Trustee (director) positions. After securing the consent of each person nominated, the nominations shall be reported in writing to the secretary. The committee shall notify the Secretary of the slate in sufficient time for publication in the January Newsletter.
- c. Upon receipt of the Nominating Committee's report, the secretary shall have the slate published in the January issue of the Club's Newsletter.
- d. Additional nominations may be made at the January 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, the person nominating him/her shall present to the secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations that are provided for herein may be made only from those members who have not accepted a nomination from the Nominating Committee.

- e. Nominations cannot be made other than as provided herein.

Section 5. Vacancies

Any vacancies occurring on the Board of Directors during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board at its first regular meeting following such a vacancy, or at a Special Board Meeting called for that purpose. In case a vacancy occurs in the office of the president, the vice-president shall be responsible for calling the special meeting, should such a meeting be necessary. If a vacancy occurs in the office of President, the Vice-President shall fulfill the office of President for the remainder of the term. The Board shall appoint a new Vice-President to fill the remainder of that term.

Article VII – Duties of Officers

Section 1. The President shall preside at all meetings of the club and of the Board at which he may be present; shall have the duties and powers normally appurtenant to the office of president; shall perform such other duties as may be prescribed in this Constitution and By-Laws or assigned to him by the club or the Board of Directors; and shall coordinate the work of the officers and committees of the club in order that the objectives of the club may be promoted. The president, in conjunction with the treasurer, shall maintain and present the club's operating budget to the Board on an annual basis, no later than the November Board meeting.

Section 2. The Vice-President shall act as an aide to the president and shall perform the duties of the president in the absence or disability of that officer to act.

Section 3. 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 shall have charge of the correspondence, notify members of meetings, notify members of their election to office, keep a roll of the members of the club with their addresses/telephone numbers, and carry out such other duties as are prescribed in this Constitution and By-Laws or delegated to him.

Section 4. The Treasurer shall have custody of all of the funds of the club and shall collect and receive all monies due or belonging to the club. He shall deposit the same in a bank designated by the Board in the name of the club. His books shall be at all times open to inspection by the Board and he shall report to the Board at every meeting the condition of the club's finances and every item of receipt and disbursement not already reported; and at the annual meeting, he shall render an account of all monies received and expended during the previous fiscal year. The treasurer shall be bonded in such amount as the Board of Directors shall determine. The treasurer, in conjunction with the president, shall maintain and present the club's operating budget to the board on an annual basis, no later than the November board meeting.

The treasurer's accounts shall be examined biannually by an auditor or an auditing committee of not less than three members who, satisfied that the treasurer's annual reports are correct, shall sign a statement of fact at the end of their report. The Board of Directors shall select the auditor or auditing committee by December of the change of the treasurer's term.

Section 5. All Officers shall perform the duties outlined in this Constitution and By-Laws and those assigned from time to time and as prescribed in the parliamentary authority.

Article VIII – Meetings and Voting

Section 1. Club Meetings

Meetings of the club shall be held in Prince William County, Virginia, at least 9 times per year at such hour and place as may be designated by the Board of Directors. The schedule of meetings shall be publicized on the website and in the Club's Newsletter.

Written notice of each such meeting shall be published in the Club Newsletter by the secretary so as to be received by the membership at least 10 days prior to the meeting. The quorum for such meetings shall be 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 may also be called by the secretary upon receipt of a petition signed by 20 percent of the membership. Such special meetings shall be held in Prince William County, Virginia, at a place, date and hour as may be determined by the Board. The Secretary shall provide written or electronic notification to the membership at least 5 days prior to any such special meeting. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held in Prince William County, Virginia, at least 8 times per year, at such hour and place as may be designated by the Board. Notice of each such meeting shall be published in the Club Newsletter by the secretary prior to the date of the meeting. The quorum for such meetings shall be at least half of the voting Board.

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 signed by at least three members of the Board. Such special meetings shall be held in Prince William County, Virginia, at such place, date and hour as may be designated by the person authorized herein to call such meeting.

The Secretary shall provide written or electronic notification to the Board members at least 5 days prior to any such special meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted at that meeting. The quorum for such meeting shall be at least half of the voting board.

Section 5. Annual Meeting

The annual meeting shall be held in the month of February at which time the election of officers and trustees for the coming year shall be held in accordance with Article VI, Section 3.

Section 6. 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. Voting on routine matters may be by voice; however, voting shall be by secret ballot when requested by a member in good standing. Proxy voting will not be permitted at any club meeting or election.

Article IX – Standing and Special Committees

Section 1. The Board of Directors shall each year appoint chairpersons of committees, as listed in the club's Standing Rules, one month after the election of officers, to advance the work of the club. Such committees shall always be subject to the final authority of the board.

Section 2. Special committees may be appointed by the president with the approval of the Board of Directors or the club to perform designated duties with respect to particular projects.

Section 3. The president shall be a voting member ex-officio of all committees except the Nominating Committee.

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; the Board may appoint successors to those persons whose services have been terminated.

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 another 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 twenty five (25) dollars, which shall be forfeited if the Board, following a hearing to address the charges, does not sustain such charges. The secretary shall promptly send a copy of the charges to each member of the Board or present the charges at a Board meeting. 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 that 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 and not more than 6 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 own defense and bring witnesses if he wishes.

Section 3. Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. After hearing all the evidence and testimony presented by complainant and defendant, and should the charges be sustained, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than 6 months from the date of the hearing. Also, 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 recommendation for expulsion. Immediately after the Board has reached a decision, its findings shall be recorded and filed by the secretary. The secretary then 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 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 members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at this meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article XI – Dissolution

Any dissolution of this club and termination of its affairs shall take place in the following manner.

Section 1. The Board of Directors shall adopt a resolution recommending that the club be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving the club shall be given to each member entitled to vote at such meeting at least 15 days prior to the date of such meeting.

Section 2. Only those persons who were members in good standing of this club on the date of adoption of the resolution and who continue to be members in good standing on the date of the special meeting shall be entitled to vote on the question of dissolution.

Section 3. Approval of dissolution of this club shall require the written consent of not less than two-thirds of the members present and entitled to vote at the special meeting, a quorum being present.

Section 4. In the event of the dissolution of the club, other than for purpose of reorganization, whether voluntary or involuntary 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 assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors and as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, as from time-to-time amended.

Article XII – Order of Business and Parliamentary Authority

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
Reading and Approval of Minutes
Reports of Officers
Reports of Committees
Election of Officers and Board (at annual meeting)
Unfinished Business
New Business
Election of New Members
Adjournment

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

Reading and Approval of Minutes
Reports of Officers
Reports of Committees
Unfinished Business
New Business
Adjournment

Section 3. Robert’s Rules of Order Newly Revised is the parliamentary authority and shall govern the club in all cases in which they are applicable and in which they are not in conflict with this Constitution and By-Laws or the Articles of Incorporation.

Article XIII – Amendments

Section 1. Amendments to the Constitution and By-Laws of this club 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. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members by the secretary with recommendations from the Board within 3 months of the date when the petition was received by the secretary.

Section 2. 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 that purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least 2 weeks prior to the date of the meeting. Voting for amendments shall be by secret ballot.

Section 3. A committee may be appointed as may be required to carry out the objectives of the club to submit a revised Constitution and By-Laws only by a majority vote of the members present and voting at any regular meeting, or by a two-thirds vote of the Board of Directors. The requirements for adoption of a revised Constitution and By-Laws shall be the same as in the case of an amendment.

Article XIV – Fiscal Year and Official Year

Section 1. The club's fiscal year shall begin January 1 and end December 31.

Section 2. The club's official year shall begin immediately after the election at the annual meeting and shall continue through the election at the next annual meeting.