

Bylaws

Article I- Membership

Section 1. Eligibility. There shall be (5) types of membership open to all persons 18 years of age and older (except for juniors who are under 18 years of age) who are in good standing with ACCA and who subscribe to the purposes of this club.

- 1) *Individual*-Open to all persons 18 years of age and older, residing in the United States. Individual memberships are entitled to one vote and are eligible to hold office.
- 2) *Joint*-Open to persons 18 years of age and older, residing in the United States and residing in the same household. Joint memberships are entitled to two votes and are each eligible to hold office, though not simultaneously.
- 3) *Associate*-Open to all persons 18 years of age or older, residing in the United States or residing in a foreign country. Associate memberships are eligible for member discounts and other privileges, if offered. These are non-voting memberships and cannot hold office in the club.
- 4) *Junior*- Open to persons under the age of 18 years old sponsored by an adult member in good standing. Junior memberships are non-voting/ non-office holding memberships. Junior memberships can automatically be converted to regular at the age of 18.
- 5) *Honorary*- An individual who has made significant contributions to the sport, breed or the club may be voted an honorary member by the membership. Honorary members pay no dues and are not eligible to vote. If an honorary member wishes to vote they must pay dues and join as an individual or joint member.

Section 2. Dues. The amount of annual dues will be set by the Board and dues are payable on or before the first day in of each year. If current dues are changed, the membership will be notified by the first day of November of each year. New members joining after June 30 will pay 60% of the current years dues. No member may vote whose dues are not paid for the current year. During the month of November, each member will receive a statement of dues for the ensuing year.

Section 3. Application to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and bylaws and to receive club communications, surveys, and ballots electronically. The application shall state the name, address and kennel name or names under which the applicant competes or does business in the sport of dogs. Accompanying the application, the prospective member(s) shall submit dues payment for the current year.

Section 4. Probation. Upon the processing of the new membership the new member will enter a period of probation for the period of 1 year. During that year should it be determined that said member is not conducting themselves in a manner consistent with the goals and principles set forth in the constitution and in best interests of the club, membership can be terminated by a majority vote of the Board.

Section 5. Termination of Memberships. Memberships can be terminated by:

- a) *By resignation.* A 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. Dues obligations are considered a debt to the club and they become incurred on the first day of the fiscal year.
- b) *By lapsing.* A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 30 days after the start of the fiscal year; however the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no situation shall a member be allowed to vote if dues are unpaid.
- c) *By Expulsion.* A member may be terminated by expulsion as provided by in Article VI of these bylaws or by a majority vote of the board during the initial probation period of membership as set forth above.

Article II –Meetings

Section 1. Annual Membership Meeting. Then annual meeting the club shall be held in the month of April, May or June, in conjunction with the club's National specialty show if possible; at a place, date, and time designated by the Board of Directors. The first annual meeting is to be held in the second year following the formation of the club (2020). Written notice of the annual meeting shall be published in the club newsletter and posted on the clubs social media at least 30 days prior to the date of the meeting. For any item requiring a vote, a proxy ballot shall be sent by US mail in accordance with Article IV, section 2. The quorum for member meetings shall be the presence in person or by proxy of 10% of the voting members is good standing. Approval of an item of business requires a majority of the votes cast in person and by proxy, a quorum being present.

Section 2. Special Membership Meetings. Special membership meetings may be called by the president or a majority vote of the board; or may be called by the recording secretary upon receipt of a petition signed by 10% of the voting members of the club who are in good standing. The date, place, and time of said meeting shall be determined by the board. Written notice of such meeting shall be published in the club's newsletter and or board bulletin and on club social media at least 14 days prior to the meeting. The purpose of the meeting shall be contained in the notice and no other club business shall be discussed.

Section 3. Board Meetings. The first meeting of a newly elected board shall be held within 30 days after elected officers and directors take office. Other meetings shall take place at a frequency deemed appropriate

to the president or a majority of the board, monthly being a suggested. Meetings may be in person or conducted via electronic means. If the date of the next board meeting was not determined at the last, a 14 day notice will be provided prior to the next scheduled meeting to each board member via electronic mail. A quorum for a board meeting shall be a majority of the entire board. Approval of a item of business requires a majority vote of the directors present, a quorum being present.

Section 4. *Board Business.* Any action required or permitted by the board or a committee of the board may be taken without a meeting if all members of the board or committee consent to the resolution in writing either physically or electronically. Record of the written consents and resolutions shall be maintained in the record of board activity.

Article III- Directors and Officers

Section 1. *Board of Directors.* The board shall be comprised of the officers and four directors. The original board shall be formed via mutual consent and appointment and shall serve for 2 years during establishment of the club; the term beginning in 2018, and ending in 2020. Thereafter the board members shall be elected from the members who have been in good standing for a minimum of 2 years, for a term of 2 years as provided in Article IV, and shall serve until their successors are elected.

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, and shall have all the duties and powers normally ascribed to that office as well as those specifically stated in these bylaws. No club employee may hold the office of President or hold any other title with similar responsibilities.
- B) The Vice President shall have the duties and exercise the power of the President in case of the Presidents death, absence of incapacity.
- C) The Secretary shall keep record of all meetings of the club and board, of all votes taken and of all matters of which a record shall be ordered by the board. The Secretary shall also have charge of the correspondence, process memberships and renewal of memberships, notify members of meetings, keep a role of members and their addresses (physical and electronic), and carry out such other duties as prescribed in these bylaws.
- D) The Treasurer shall be the custodians of the funds, securities and property of the club and shall keep regular books of account. The Treasurer shall collect and receive all monies due and belonging to the club and shall deposit the funds in a financial account designated by the board in the name of the club. The President and one other board member shall serve as additional signors on all accounts, however only one signature shall

be required on checks. The treasurer shall be responsible for filing all necessary IRS documents (unless other arrangements are made by the board), as well as keeping all insurance policies up to date. Disbursements over \$200 shall be board approved prior to release. The books shall be at all times open to inspection by the board. The Treasurer shall reconcile the financial statement(s) of the club at least monthly and archive the statements to the clubs record system. The treasurer shall report to the board at least quarterly the condition of the clubs finances, including a summary of payments received and expenditures made during the previous quarter or otherwise not before reported. The Treasury books shall be internally reviewed upon election or replacement of a Treasurer by two or more non-board members who will be appointed by the board.

Section 3. *Vacancies.* Any vacancies occurring among the officers or on the board during the year shall be filled until the next election by a majority vote of the members of the board, except that a vacancy in the office of the President shall automatically be filled by the Vice President and the resulting vacancy of the Vice Presidents office filled by the board. The secretary shall notify the general membership of the club by publication of any such appointment within 30 days.

Section 4. *Club Property.* Any club member utilizing club owned Property, in capacity as a member, an officer, a committee member or representative, shall sign a "Property Agreement". The secretary shall maintain this agreement which signifies that all club property is owned by the club and shall be relinquished upon request by a majority vote of the board. Property refers to but is not limited to computers, software, printers, dog show equipment and the like.

Article IV- The club year, Voting, Nominations, Elections

Section 1. *Club Year.* The club year shall begin January first and end December 31st. The elected officers shall take office July first and each retiring officer shall turn over to his successor in office all property and records relating to that office within 30 days of leaving office.

Section 2. *Voting.* *At* the annual meeting or a special meeting of the club, voting shall be limited to members in good standing who are present at the meeting or by proxy at the meeting. The election of officers and directors, amendments to the constitution and bylaws, and the standard for the breed shall be decided by written proxy ballot cast by mail. The Board of directors may decide to submit other specific questions for decision of the members by written proxy ballot cast by mail. Unless otherwise stated elsewhere in these bylaws, the outcome of any vote, written or otherwise, shall be determined by a simple majority of those participating, a quorum being present at the meeting at which the votes are cast.

Section 3. *Election.* Following the initial two year development period, the election of officers and directors shall be conducted by secret ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time the votes are counted, is unable to serve for any

reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance to these bylaws. No person shall be a candidate for more than one office, and a candidate must be a member in good standing.. A nomination committee shall be chosen by the board of directors on or before January first. The committee shall consist of 3-4 members in good standing, no more than one of whom may be a member of the current board. The committee shall select a chairman. The nominating committee may conduct its business by mail, telephone or electronic means.

- (a) The nominating committee shall nominate from among the eligible club members, one candidate for each office and for each position on the board of directors and shall procure acceptance of each member so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practical to do so. The committee shall then submit its slate of candidate to the board no later than February 1st. The board shall then publish the list, including the full name of the candidate, state of residence and office to which nominated in the club news letter and on the club social media so that additional nominations may be made by members should they so desire.
- (b) Additional nominations of eligible members may be made by written petition addressed to the secretary and postmarked on or before March 1st, signed by 3 members in good standing and accompanied by the written acceptance of the nominee signifying his willingness to serve.
- (c) The list of all nominated candidates shall be again published no later than March 15th. The full slate shall then be presented to members at the annual meeting for election.
- (d) A proxy ballot listing all nominees for each position in alphabetical order, with their state of residence, together with a blank envelope and return envelope addressed to the secretary marked "ballot" and bearing the name of the member to whom it was sent, shall be mailed on or before April 1st to each member in good standing. So that the ballots may remain secret, each voter, after marking their ballot shall seal it in the blank envelope, which in turn shall be placed and mailed in the second addressed envelope to the secretary. When received the secretary shall check all ballots against a list of members in good standing (dues paid) for the current year prior to opening the outer envelope and removing the inner unmarked envelope. The unmarked envelopes will then mixed together to maintain secrecy and when the deadline for receipt has passed counted and tallied by the secretary. The proxy ballot sent to the membership shall be clearly marked with the date by which it must be postmarked to be counted. Not less than 30 days from the time it was sent. This tally of proxy votes shall be added to votes received at the annual meeting. Ballots cast at the annual meeting shall be checked against the list of received proxy ballots to insure no duplication. The results of the total vote shall be revealed at the end of the meeting or within 7 days thereafter and published by the secretary in the newsletter and on the clubs social media.
- (e) Nominations cannot be made in any manner other than as provided above.

Article V- Committees

Section 1. *Appointment.*

The board may each year appoint committees to advance the work of the club in such matters as conformation events, performance events, companion events, awards, membership and other fields which may be best served in committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid in particular projects. Committees may be either committees of the board, whose members are comprised of only board members or committees of the club whose members need not be members of the board. Only committees of the board may exercise the authority of the board and only to the extent designated by the board

Section 2. *Termination.* Any committee or committee member's 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.

Section 3. *Committee Meeting Procedures.* Each committee shall keep regular minutes of its proceedings and report its actions to the board. They shall select a chairperson for each committee. The chairperson shall establish the procedural rules for the committees meetings and determine the time, place and manner of the meetings and communications, all subject to any contrary procedural rules established by the board.

Article VI-Discipline

Section 1. *Charges.* Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the breed or club. Written charges with specifications must be filed with the secretary together with a deposit of \$100 which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. The secretary shall promptly send a copy of the charges to each of the board members or present them at a board meeting. The board shall first consider if the alleged charges, if proven, might constitute conduct prejudicial to the best interests of the club or breed. If the board determines that the actions alleged in the charges are not prejudicial to the best interests of the breed or club it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board or a committee of not less than 3 members of the board, not less than 6 weeks or more than 12 weeks thereafter. The secretary shall send one copy of the charges to the accused member by certified mail (return receipt requested) and shall send to both complainant and accused member a notice of the time date and location of the hearing. Each party is required to appear and is allowed to bring not more than 3 witnesses. The board itself may prefer charges against a member for cause, in which case it shall provide written charges with specifications to the secretary, who shall promptly send a copy to the accused member by certified mail (return receipt requested), with notice of the hearing as set forth above.

Section 2. *Board Hearing.* The board or board committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in this regard. If the defendant fails to attend the hearing at the appointed time as directed, the hearing shall proceed

without him. However should the member initiating the charge fail to attend the hearing, unless excused by the board, the charges against the defendant will be dropped and the complainant will forfeit his deposit. After hearing all the testimony and evidence presented by both complainant and defendant, the board or board committee may, by majority vote of those present, reprimand or suspend the defendant from all privileges of the club for a specified period of time; and, if it deems the punishment insufficient, it may recommend to the membership that the penalty be expulsion from the club. Immediately after the board or board committee has reached a decision, its findings shall be put in written form and filed with the secretary. The secretary, in turn, shall notify each party of the decision and penalty if any.

Section 3. *Expulsion of a Member.* 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 2 of this article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not less than 30 days after the board's recommendation for 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 and the finding of the board and its recommendation. The defendant may then, if present, speak on his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting a quorum being present, shall be necessary for expulsion. If expulsion is not so voted the board's suspension shall stand.

Section 4. *Discipline of a Board Member.* Should charges be filed by or against a member of the Board of Directors, said board member shall excuse themselves from further Board of Directors discussion and decision in the action.

Section 6. *Reinstatement.* Any member who has been expelled may be reinstated after one year. A petition for reinstatement may be sent to the board, signed by 5 members in good standing within one year but not before 6 months after the date of the expulsion, and must be accompanied by the written request of the expelled member for restatement. A proxy ballot will be mailed within 120 days of the receipt of the petition to all current members in good standing as of the date of the mailing. A deadline date for return of the ballots shall be clearly written thereon. A favorable vote of 75% of the voting members participating in the proxy ballot shall be required for reinstatement. If the vote is unsuccessful, a second petition may be filed 1 year late, but this shall be the last attempt. Reinstatement is available one time only and will not be considered if the member is expelled a second time after such reinstatement.

Article VII-Amendments

Section 1. *Proposals.* Amendments to the constitution and bylaws and to the breed standard may be proposed by the board of directors or by written petition addressed to the secretary and signed by 10% of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the board and must be presented to the voting membership with board recommendations by the secretary within 90 days of the date when the petition was received by the board. Such proposals shall be included on the ballot for the annual meeting and will become amendments following a 2/3 majority vote of those present at the meeting or

by proxy, a quorum being present.. The board may at its discretion call for a proxy vote by mail should it be deemed beneficial to the club not to wait for the annual meeting.

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 membership in good standing. In the event of dissolution of the club other than for purposes of reorganization, whether voluntary or involuntary or by operation of the 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 payments of the debts of the club its property and assets shall be given to a tax-exempt organization for the benefit of dogs selected by the board of directors.

Article IX-Parliamentary Authority

Section 1. *Parliamentary Authority.* 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 apply and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

Article X- Order of Business

Section 1. *Order of Business a Membership Meetings.* At meetings the order of business, so far as the character and the nature of the meeting permit, shall be as follows:

Roll call

Minutes of last the meeting

Report of President

Report of Secretary

Report of Treasurer

Committee Reports

Announcement of New Members

Unfinished Business

New Business

Adjournment

Section 2. *Order of Business at Board Meetings.* At meetings of the board of directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call

Reading of the minutes of the last meeting

Report of Secretary

Report of Treasurer

Committee Reports

Unfinished business

New Business

Adjournment

Article XI- Indemnification of Directors and Officers

Section 1. *Right of Indemnification.* The club will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a director or officer of the club. Such indemnification will be in accordance with and to the fullest extent permitted by the [New York] Not-For-Profit Corporation Law or other applicable law, such as law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the director or officer in connection with an action or proceeding. However the club will indemnify a director or officer in connection with an action or proceeding initiated by that director or officer only if the action or proceeding was authorized by the Board.

Section 2. *Advancement of Expenses.* The club may pay expenses incurred by a director or officer in connection with an action or proceeding described in Section 1 of this Article in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the director or officer agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled by indemnification and (b)

the advance is approved by the Board acting by a quorum consisting of directors who are not parties to the action proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the director or officer met the applicable standard of conduct required for indemnification.

Section 3. *Availability and Interpretation.* To the extent permitted under applicable law, the rights provided in Sections 1 and 2 of this Article: (a) will be available with respect to events occurring prior to the adoption of this Article; (b) will continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment; (c) will be interpreted on the basis of applicable law in effect at the same time of the occurrence of the recent or cents giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and (d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the club and the director or officer seeking such rights were parties to a separate written agreement.

Section 4. *Other Rights.* The rights provided Sections 1 and 2 of this Article are not exclusive of any other rights to which a director or officer of the club or other person may now or subsequently be otherwise entitled, whether contained in the certificate or incorporation, these by-laws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Article are of exclusive of any rights, pursuant to statute or otherwise, of a director or officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the club or otherwise.

Section 5. *Severability.* If this Article or any part of it is held unenforceable in any respect by a court of competent jurisdiction it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article will remain fully enforceable. Any payments made pursuant to this Article will be made only out of funds legally available for such payments.