

CONSTITUTION AND BY-LAWS
OF THE
SPOKANE KENNEL CLUB

CONSTITUTION

These Bylaws are subject to and governed by the State of Washington Not-For Profit Corporation Act the Articles of Incorporation of the Spokane Kennel Club in the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Washington State Not-For-Profit Corporation or other statutory reference Act will be controlling.

ARTICLE I
CORPORATE NAME AND OBJECTIVES

SECTION 1.

The name of the club shall be SPOKANE KENNEL CLUB, INC. (SKC) 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.

The objectives of the club shall be:

- a) To further the advancement of all breeds of purebred dogs (all-breed clubs); all specialty breeds (group clubs);
- b) To do all in its power to protect and advance the interests of:
 - dog shows
 - obedience trials
 - tracking tests
 - agility trials
 - and to encourage sportsmanlike competition at such events; and
- c) To conduct
 - sanctioned matches
 - dog shows
 - obedience trials
 - tracking tests
 - agility trials
 - and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4.

The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

ARTICLE II MEMBERSHIP

SECTION 1. Eligibility

There shall be four types of membership open to all persons 18 years of age and older 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.

- 1) Individual – Enjoys all club privileges including the right to vote and hold office.
- 2) Household – Two adults residing in the same household. Each shall be entitled to a separate vote. If more than two (2) adults reside in the residence, they would require an additional membership type. Only one member of a household may serve concurrently on the Board.
- 3) Junior – Open to minors 9 to 17 years of age; a non-voting/non-office-holding membership which they may convert to regular membership status at the start of the fiscal year following their 18th birthday.
- 4) Lifetime – A member with twenty (20) years of continuous membership shall automatically become a lifetime member with all privileges and rights without dues required unless they wish to maintain voting and office-holding privileges.

SECTION 2. Dues

All membership dues are payable on or before October 31st of each year. New members joining on or after August 1st of each year are considered paid for the following year.

Dues shall be set by the Board of Directors with the following guidelines:

- Individuals shall not exceed \$100.00 per year
- Household Dues shall not exceed \$150.00 per year
- Junior Dues shall not exceed \$50.00 per year

No member may vote whose dues are not paid for the current year. During the month of August, the Treasurer or designee shall send to each member a statement of dues for the fiscal year. Each new member shall receive a copy of the constitution and bylaws.

SECTION 3. Election 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 by-laws and the rules of the American Kennel Club.

Accompanying the application, the prospective member shall submit dues payment for the fiscal year. All applications for membership shall be filed with the Recording Secretary. After the requirements for membership have been met, each membership application shall be read at the first two (2) meetings which the applicant is required to attend. Each membership application shall be voted upon by secret ballot at the following meeting of the club. An affirmative vote of $\frac{3}{4}$ of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply for membership until six (6) months have elapsed.

SECTION 4. Termination of Membership

Membership may be terminated:

- (a) Resignation. Any member in good standing may resign from the club upon written notice to the Recording Secretary; but no member may resign when in debt to the club. Due's obligations are considered a debt to the club, and they become incurred on the first day of each fiscal year.
- (b) A membership will be considered as lapsed and automatically terminated if such member's dues remain 60 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. Membership may be terminated by expulsion as provided in Article VII, sec. 4 of these constitutions and bylaws.

ARTILE III MEETINGS and VOTING

SECTION 1. Regular Club Meetings

Meetings the club may be held each month or as frequently as is necessary by methods in accordance with Washington State Law – such as electronic, virtual, teleconference or methods as may be developed in The Greater Spokane, Washington territory if meetings are held in-person as may be designated by the Board. Written notice of each such meeting shall be sent via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting. The quorum for such meetings shall be ten (10) percent of the eligible voting members in good standing or but not less than eight (8) members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2. Special Club Meetings

Special Club Meetings may be called by the President, or by a majority of the members of the Board or shall be called by the Secretary upon receipt of a petition signed by five (5) of the members in good standing. Special Meetings shall be held in the Greater Spokane area at such places, dates, and hours as may be designated by the person or persons authorized herein to call meetings. Meeting attendance can be by teleconference or video conference, unless otherwise specified by the Board of Directors.

Written and/or electronic notices of such meeting shall be sent by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, not including the day of the meeting and stating the purpose of said meeting. No other Club business may be transacted thereat. The Quorum for such regular meetings shall be ten percent (10%) of the members in good standing, but not less than eight (8) members in good standing.

SECTION 3. Board Meetings

Meetings of the Board may be held each month or as frequently as is necessary in the Greater Spokane, Washington territory if meetings are held in-person by methods in accordance with Washington state Law – such as electronic, virtual, teleconference or methods as may be developed as designated by the Board. Written notice of each such meeting shall be sent via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

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 members of the Board. Such special meetings shall be held by methods in accordance with Washington State Law such as electronic, virtual, teleconference or methods as may be developed or in Greater Spokane, Washington territory if meetings are held in-person. If held in-person designated by the person authorized herein to call such meeting.

Written notice of such meeting shall be sent via USPS and/or via email by the Secretary ten (10) days as prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 4. Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at a meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election. Junior and Lifetime members who do not pay membership fees are not eligible to vote.

ARTICLE IV DIRECTORS and OFFICERS

SECTION 1. Board of Directors

The Board of Directors shall be comprised of the officers and (4) other persons and AKC Delegate all of whom shall be members in good standing and all of whom shall be elected for a (3)-year terms at the club's annual meeting as provided in Article V. and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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. Eligibility for Office and Directors shall have been members in good standing for at least (24)-twenty-four months prior to taking office. This requirement may be waived by a vote of the current board for good cause.

- a) President. The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the offices of President in addition to those particularly specified in these bylaws.
- b) Vice President. The Vice-President shall have the powers of the President in case of the President's absence, incapacity, resignation, or removal, and shall perform such other duties as may be assigned by the President or the Board of Directors.
- c) The Secretary. The Secretary shall keep an accurate record of all meetings of the Club and the Board of Directors and of all matters of which a record is ordered. The Club Secretary shall issue meeting notices by email, maintain the Club's membership roll with current contact information, and handle official correspondence and filings as directed by the Board of Directors. The Club Secretary shall notify members of their election to membership and shall notify Officers and Directors of their election to office. The Club Secretary shall perform such other duties as are prescribed in these Bylaws or assigned by the Board of Directors.

- d) The Treasurer shall collect and receive all monies due or belonging to the Club. All monies collected and received shall be deposited in a bank designated by the Board in the name of the club. The books shall always be open to inspection by the Board, the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported. At the annual meeting he/she shall render an account of all monies received and expended during the previous year. The club shall be insured in such amount and through a type of policy the Board shall determine which will cover the actions of the Treasurer.
- e) The offices of Secretary and Treasurer may be held by the same person; in which case the Board shall be comprised of (7) persons.

SECTION 3. AKC Delegate

The AKC Delegate shall serve as the official representative of the Club to the American Kennel Club. The Delegate shall be elected by the membership in accordance with these Bylaws and shall serve a term of (3) years or until a successor is duly elected and qualified. The Delegate may serve consecutive terms. The Delegate shall:

- Represent the Club at meetings of the AKC Delegate Body and participate in matters brought before the Delegate Body;
- Act in the best interests of the Club and in accordance with AKC rules and policies;
- Report to the Board of Directors and membership on AKC actions, developments, and matters of interest;
- Maintain eligibility requirements as established by the AKC; and
- Perform such other duties as may be assigned by the Board of Directors.

In the event the Delegate is unable to serve, the Board of Directors may appoint an alternate Delegate in accordance with AKC requirements.

SECTION 4. 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 all the then members of the Board at its first meeting following the creation of such vacancy, except that a vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled by the board.

SECTION 4. Officer Removals

Such officers, or any of them and committees or members, at any time, for violations of duty, be removed from office in accordance with procedure outlined in article VII, Sec.4.

ARTICLE V

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year

The Club's fiscal year shall begin on the first day of November and end on the last day of October. 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 October at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in Section 4 of this Article. The newly elected officers and directors shall take office on the first day of November. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such position 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 July, the Board 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 Board shall name a Chairman for the Committee, and it shall be his/her duty to call an initial committee meeting, which shall be held on or before August 1st.

- a) The Committee shall nominate one candidate for each office and four (4) candidates for each of the four (4) other positions on the Board, and after securing the consent of each person nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall before September 10th notify each member in writing of the candidates so nominated. In no case may this notice be given less than 10 days prior to the next general meeting.
- c) Additional nominations may be made at the September meeting by any member in attendance provided that the person so nominated accepts 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.
- d) No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only by those members who have not accepted a nomination of the Nominating Committee.
- e) Nominations cannot be made at the annual meeting or in any manner other than provided in this section.

ARTICLE VI COMMITTEES

SECTION 1. Standing Committees

The board may each year appoint standing committees to advance the work of the club. Such committees shall be subject to the final authority of the Board. Committee chairs shall be voting members in good standing of the club.

SECTION 2. Committee Appointments and Removals

Any committee appointment may be terminated by a majority vote of the board upon written notice to the appointee; and the Board may appoint successor to those positions whose service has been terminated.

ARTICLE VII DISCIPLINE

SECTION 1. American Kennel Club Suspension

Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for alike 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 \$100, 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. 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, and the deposit will be refunded.

If the Board entertains jurisdiction of the charges, it shall fix a date for the hearing by the Board not less than one (1) week nor more than four (4) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery, and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer questions.

SECTION 3. Board Hearing

If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard.

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately when the Board or the Board's appointed 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 of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. Expulsion

The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VIII AMENDMENTS

SECTION 1. Proposal for Amendments

Amendments to the Constitution and By-Laws may be proposed by the 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 and must be submitted to the members with

recommendations of the Board by the Secretary for a vote three (3) months of the date when the petition was received by the Secretary.

SECTION 2. Adoption of Amendments

The Constitution and By-Laws may be amended by a twenty percent (20%) secret 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 least (2)-two weeks prior to the date of the meeting.

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

SECTION 3. Amendment Approval

No amendment to the constitution and by-laws adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX COMPLAINTS

SECTION 1. Complaints and Suggestions

All complaints or suggestions to the management must be made by writing to the Board of Directors and must be signed by person or person who makes the complaint. Such complaint to be taken up for consideration and proper disposition at the first meeting of Club after receipt of complaint by a member of the Board of Directors.

ARTICLE X Delegate to The American Kennel Club

SECTION 1. Nomination and election

If the Club desires to have a Delegate to The American Kennel Club, they will be selected and voted on at any regular meeting of the Club and submitted to the American Kennel Club for approval. Among other duties, the Delegate shall report to the club all actions and matters discussed at AKC's Quarterly Delegate Meetings.

- a) The Delegate is an appointed official
- b) Non-voting member

The term of the Delegate will be unlimited until the Board decides to appoint a replacement or the current Delegate provides a written resignation of said position.

ARTICLE XI DISSOLUTION

SECTION 1. Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance to Washington State Law. In the event of the dissolution of the club other than for purposes 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 unless otherwise prohibited by State Law.

ARTICLE XII
ORDER of BUSINESS

SECTION 1. Order of Business

Club Meetings At the meeting 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 of minutes of previous meeting
- Treasurer's report
- Club Secretary's report
- Election of new members
- Reports of special committees
- Elections
- Unfinished business
- New business Adjournment
- Adjournment

SECTION 2. Order of Business

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

- Roll Call
- Reading of minute of previous meeting
- Club Secretary report
- Treasurer's report
- Committee report
- Unfinished business
- New business
- Adjournment

ARTICLE XIII
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 are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

APPROVED by AKC BOARD on July 14, 2026