



Magic Valley Kennel Club, Inc. Charleston, West Virginia

Constitution

Article I -- Names and Objectives

- Section 1.** These bylaws are subject to and governed by the State of West Virginia Not-For-Profit Corporation Laws and the Articles of Incorporation of the Magic Valley Kennel Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the West Virginia State Not-For-Profit Corporation Laws, the West Virginia State Not-For-Profit Corporation Act will be controlling.
- Section 2.** The name of this club shall be the Magic Valley Kennel Club, Inc., hereinafter referred to as the club.
- Section 3.** The objectives of the club shall be:
- a. to further the advancement of all breeds of purebred dogs.
 - b. to do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows, obedience trials and other performance or titling events.
 - c. to conduct sanctioned matches, dog shows, obedience trials and other performance or titling events for which the club is eligible under the Rules and Regulations of the American Kennel Club.
- Section 4.** In accordance with Federal, State, and Local, no part of the net earnings of 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 the services rendered and to make payments and distributions of furtherance of the purposes set forth in the Constitution or in the Article I of the Bylaws.
- Section 5.** The members of the club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

By-Laws

Article I – Membership

Section 1. Eligibility. There are five types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

Section 2. Types of Membership

- a. **Single Membership.** Open to persons 18 years of age or older who enjoy all the privileges of the club including the right to vote and hold office.
- b. **Household.** Open to two persons 18 years of age and older residing in the same household, each eligible to vote and hold office.
- c. **Associate Membership.** Open to persons who are 18 years of age and older who share an interest in the sport of dogs. Associate members cannot vote or hold office. They must complete a membership application form, be sponsored by 2 club members, and be accepted by the club.
- d. **Lifetime Membership.** Open to persons who have been a member for a period of 20 years and have contributed greatly to the club and the sport of dogs. Lifetime members are nominated and elected by the board. Lifetime members pay no dues but are eligible to vote and hold office. Email Notification for Meetings and Code of Ethics to be signed and returned annually on or before the first day of July.
- e. **Junior Members.** Open to persons 9-18 years of age. Junior members cannot vote or hold office. A junior member may convert to single membership upon reaching their 18th birthday.

Any Non-Voting member who wishes to petition to a type of membership eligible to vote and hold office must file a written request with the secretary. The request will be read at the first club meeting following its receipt. The vote shall be at the next club meeting and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to approve the move.

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.

Section 3. Dues. Membership dues shall not exceed \$75.00 per year for single membership, \$75.00 for household membership, \$75.00 for associate membership and \$25.00 for Junior membership.

Membership dues are payable on or before the first day of July of each year. No member may vote whose dues are not paid for the current year. During the month of May, the treasurer shall send each member a statement of dues for the ensuing year and an Email Notification for Meetings and Code of Ethics to be signed and returned.

Section 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors, which shall provide that the applicant agrees to abide by the constitution and by-laws of the club and by the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and shall carry the endorsement of two members (individual households) in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not re-apply within six months of such rejection.

Section 5. Termination of Membership. Membership may be terminated:

- a. **By resignation.** Any member in good standing may resign from the club upon written notice to the secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid prior to resignation.
- b. **By lapsing.** A membership shall be considered lapsed and automatically terminated if such member's Renewal documents Code of Ethics, Email notification or dues not received, 30 days after the first day of the 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 and renewal documents have not been received as of the date of that meeting.

- c. **By expulsion.** Any member may be terminated by expulsion as provided in Article VI of these by-laws.

Section 6. **Member in Good Standing Defined.** A member in good standing has returned Email Notification, Code of Ethics, and paid the applicable dues. They must also be a member in good standing with AKC and in accordance with club policies.

MEMBER STATUS Loss of Voting Privileges

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

Article II -- Meetings and Voting

Section 1. Club Meetings. Meetings of the club may be held each month by methods in accordance with the laws of WV (including virtual, teleconference or methods as may be developed) or in Kanawha or Putnam County (if meetings are held in-person) as may be designated by the Board. Written notice of each meeting shall be sent by mail electronically, or methods as may be developed by the secretary no fewer than ten nor more than sixty days before the meeting date. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum. The club will annually hold at least the minimum number of meetings as required by AKC.

Section 2. Special Club Meetings. Special club meetings may be called by the president, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held by methods such as electronic, virtual, teleconference or methods as may be developed; or in Kanawha or Putnam County as such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice by mail, electronically, or methods as may be developed of such a meeting shall be made by the secretary no fewer than ten nor more than sixty days before the meeting date. o 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 a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. All meetings of the board of directors shall be held in Kanawha or Putnam County at such place, date and hour or by methods such as electronically, or methods as may be developed as may be designated by the board. Written notice by mail, , electronically, or methods as may be developed or email of such meetings shall be given by the secretary at least three (3) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the board. A minimum of four (4) board meetings will be called by the board of directors per year. Minutes are to be kept and published or read at the next club meeting.

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 such methods such as electronically, or methods as may be developed or in Kanawha or Putnam County at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice by mail, electronically, or methods as may be developed of such meetings shall be made by the secretary at least three (3) days and not more than 10 days 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. A quorum for such a meeting shall be a majority of the board.

Section 5. Voting. Each member in good standing whose dues are paid for the current fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

Article III -- Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the president, vice-president, secretary, treasurer, and three other persons, all of whom shall be members in good standing, and all of whom shall be elected for one- year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

While board members are expected and encouraged to discuss the organization with one another and targeted publics, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication that has not been approved or that would not be supported by board policy, procedures, or decisions.

Section 2. Officers. The club's officers consist of the president, vice-president, secretary, and treasurer who shall serve in the respective capacities both with regard to the club and its meetings and to the board of directors.

- a. 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 office of president in addition to those particularly specified in the bylaws.
- b. The vice-president shall have the duties and exercise the powers of the president in case of the president's death, absence or incapacity.
- c. The secretary shall keep a record of all meetings of the club and the board and of all matters for which a record shall be ordered by the club; have charge of the correspondence of the club, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the membership of the club with their current addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year and otherwise perform all duties as are prescribed in these bylaws.
- d. The treasurer shall receive all money due or belonging to the club and shall deposit the same in the bank designated by the board, in the name of the club, and shall disburse funds at the directions of the club or the board. The books of the treasurer shall at all times be open to inspection by the board, and the treasurer shall at all times report to the board at every meeting the condition of the club's finances and every item of receipt or payment not before reported. At the annual meeting, the treasurer shall render in writing to each member present an account of all monies received and expended during the previous fiscal year. In the absence of the president and vice-president, the treasurer shall preside and have all powers of the president for the duration of that particular meeting of the club or of the board. The treasurer shall otherwise perform such other duties as are prescribed in these by-laws. The club shall be insured in such amount and through a type of policy as 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 the officers and four (4) board members.
- f. AKC Delegate – The AKC delegate will be appointed by the board of directors for a term of three (3) years, at which time the new board will either reappoint the current delegate or appoint a new one. The delegate will attend all delegate meetings approved by the general membership. The delegate will report to the club actions and matters discussed at the delegate meeting and forward any information received during the month to the president if they cannot attend the monthly meetings. The Delegate is not a member of the Board. It will be the AKC delegate's responsibility to vote and voice the opinion of the club concerning any issues the club feels need to be addressed.

Section 3. Vacancies. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual meeting by a majority vote of the then members of the board at its first meeting following the creation of such a vacancy, except that the vacancy in the office of president shall be filled automatically by the vice-president, and the resulting vacancy in the office of vice-president shall be filled by the board.

Article IV -- The Club Year, Annual Meeting, Elections

Section 1. Fiscal Year. The club's fiscal year shall begin on the first day of July and end on the thirtieth day of June.

Section 2. Club Year. 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 3. Annual Meeting. The October meeting of the club shall be designated as the annual meeting, at which time officers, delegate to The American Kennel club and directors for the ensuing year shall be elected by secret, ballot from among those nominated in accordance with section 5 of this article. The new officers shall take office immediately upon conclusion of the election, and each retiring officer shall turn over to his or her successor all properties and records relating to that office within thirty (30) days after the election.

Section 4. Elections. The nominated candidate receiving the greatest number of votes of members present and voting for each office shall be declared elected. The three nominated candidates for other board positions who received the greatest number of notes for such positions shall be declared elected.

Section 5. 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 nomination committee consisting of three members, not more than one of whom may be a member of the board. The secretary shall immediately notify the committee person of their selection. The board shall name a chairman for the committee and shall be such person's duty to call a committee meeting which shall be held on or before August 1.

- a. The nominating committee shall nominate one candidate for each office and three candidates for the other three positions on the board and, after securing the consent of each person so nominated, shall immediately report the nominations to the secretary in writing.
- b. Upon receipt of the nominating committee report, the secretary shall before August 15 notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the September meeting by any member in attendance, provided that the member so nominated agrees to become a candidate either by verbal consent at the meeting or by written statement of willingness to be a candidate. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article V – Committees

Section 1. Standing Committee. The board shall appoint all standing committees at the first board meeting following the annual meeting. These committees shall consist of one or more members each with the chairman being designated, and shall serve until their successors are chosen.

Standing committees shall be:

- a. The Show Committee(s)
- b. The Awards Committee
- c. The Education Committee

Section 2. Other Committees. The president shall appoint such other committees as are necessary to conduct the business of the club.

Section 3. Termination of Appointments. Any appointments may be terminated by majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

Article VI Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of the American Kennel Club shall automatically 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 interest of the club. Written charges with a specification must be filed in duplicate with the secretary together with a \$20.00 deposit, 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 board member, or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the club. If the board considers that the charges do not allege conduct which 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 for 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 notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if desired.

Section 3. Board Hearings. 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 by a majority vote of those present issue a letter of reprimand, suspend the individual 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 the case of a recommendation for expulsion, the defendant has the right to appear before his or 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 the 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 the 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 or her 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 or her own behalf if he/she wishes to do so. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) majority 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.

Article VII – Amendments

Section 1. Amendments to the constitution and by-laws may be proposed by the board of directors or by written petition addressed to the secretary and signed by twenty percent (20%) of the members 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 recommendation of the board by the secretary for vote within three months of the date the petition was received by the secretary.

Section 2. The constitution and by-laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purposed, provided the proposed amendments has been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Section 3. 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.

Section 4. By secret ballot for amendments.

Article VIII -- Order of Business

Section 1. Club Meetings. Except when a meeting of the club is called for a specific purpose, the order of business to be transacted shall be as follows:

- a. Roll Call
- b. Minutes of the last meeting as distributed and/or board meeting if held
- c. Report of the president
- d. Report of the secretary
- e. Report of the treasurer
- f. Report of the committees
- g. Election of officers and board (annual meeting only)
- h. Election of new members
- i. Unfinished business
- j. New business
- k. Adjournment

Section 2. Board Meetings. The order of business at meeting of the board, unless otherwise directed by majority vote of those present, shall be as follows:

- a. Minutes of the last meeting
- b. Report of the secretary
- c. Report of the treasurer
- d. Reports of the committees
- e. Unfinished business
- f. New business
- g. Adjournment

Section 3. Procedure. Subject to the club's corporate charter and this constitution and by-laws, all matters of parliamentary procedure shall be governed by *Robert's Rules of Order, Revised*.

Article VIII – Dissolution

The club may be dissolved at any time by the written consent of not less than two-thirds (2//3) of the members in good standing. In the event of the dissolution of the 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 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 unless otherwise prohibited by State Law.

-Adopted 10/4/83

-Approved by AKC 1/10/84

-Revised 4/3/84

Approved by AKC 4/25/84

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