

# CATOCTIN KENNEL CLUB

## CONSTITUTION AND BYLAWS



As REVISED-APRIL, 2023

## CONSTITUTION

**Section 1.** The name of the Club shall be Catoctin Kennel Club, Incorporated.

**Section 2.** 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 dog shows, obedience trials, tracking tests, and agility trials; and to encourage sportsmanlike competition at such events;
- (c) To conduct sanctioned matches, dog shows, obedience trials, agility trials, and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club; and
- (d) To conduct training classes in, but not limited to, conformation handling, agility, obedience and therapy dogs.

**Section 3.** 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, or be distributable to its members, officers, directors, or other private persons, except that the Club 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 these 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 objectives.

## BYLAWS

### ARTICLE I

#### Membership

**Section 1. Classes of Membership.** There shall be two (2) classes of membership open to persons who are in good standing with the AKC and who subscribe to the purposes and objectives of this Club.

- a. **Regular Member.** Shall be open to all persons eighteen years of age and older who have participated in AKC conformation shows, companion, sporting, or other events, or have been involved in organized dog related activities such as obedience training.
- b. **Junior Member.** Shall be open to all persons between the ages of ten and seventeen. Upon reaching eighteen years of age, Junior members must reapply, without an application fee, for Regular membership. Junior members failing to apply for Regular membership within six (6) months after their 18th birthday, shall have their membership automatically lapse. These members do not count in the quorum, do not vote, do not hold office, and do not sponsor

applicants for membership. They may hold committee membership; however, they may not chair a committee and they have no vote in the committee. They will receive club publications.

**Section 2. Dues.** Dues shall be established upon the annual recommendations of the Board of Directors and approved by majority vote of members in good standing at any regular or special meeting with a quorum present. Dues are payable on or before the first day of January of each year. Persons joining after July 1 shall pay one-half the regular dues. No member may exercise any right of membership whose dues are not paid for the current year. During the month of October the Treasurer shall send to each member a statement of his dues for the ensuing year.

**Section 3. Election to Membership.** Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Catoctin Kennel Club, the Rules and Regulations of the American Kennel Club, and AKC's Code of Sportsmanship. The application shall be endorsed by one member in good standing and accompanied by dues for the current year. Each application is to be filed with the Membership Chair acting on behalf of the Recording Secretary and shall be read to the general membership at the first regular meeting attended by the applicant. If the application is received by the Membership Chair prior to the reading of applications at any regular meeting of the Club, the application may be read at that meeting. The members will vote on the application at the regular meeting following the first reading of the application. Affirmative votes from two-thirds of the members present and voting by secret ballot at that meeting, or by mail or an electronic balloting process as permitted by state law and approved by the Board, shall be required to elect the applicant into membership.

The application expires within one year of submission if requirements are not met, such as the required attendance at two membership meetings. The applicant may reapply, but must submit another application to re-activate the membership process. Applicants for membership who have been rejected by the Club may reapply not sooner than six months after such rejection and must be endorsed by a different member than on the original application.

**Section 4. Termination of Membership.** Memberships may be terminated:

- a) *By resignation.* Any member in good standing may resign from the Club upon written notice to the Corresponding 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 in full prior to resignation.
- b) *By lapsing.* A membership will be automatically terminated if 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 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.* A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Members terminated by resignation or lapsing are eligible to reapply in accordance with Section 1 of this Article.

**Section 6. Good Standing.** A member in good standing is defined as one who is current with Club dues and has not been suspended by the Club or AKC.

## ARTICLE II

### Meetings, Notices and Voting

**Section 1. Club Meetings.** Meetings of the Club shall be held within 25 miles of the City of Frederick, Maryland, at such hour and date, as may be designated and noticed by the Board in accordance with Section 6 of this Article. At least six (6) Club meetings will be held each year. Notice of any such meeting shall be sent by the Corresponding Secretary at least 5 days prior to the date of the meeting via electronic means. 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 requested by the President and/or called by a majority vote of the members of the Board or shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent (10%) of the Club members with full privileges who are in good standing. Such meeting shall be held within 25 miles of the City of Frederick, Maryland, at such place, date, and hour as may be designated by the Board of Directors. Notice of such meeting shall be sent by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting in accordance with Section 6 of this Article. The notice of the meeting shall state the purpose of the special meeting and no other club business may be transacted. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing. If extreme circumstances necessitate a meeting by way of telephonic or electronic participation, the same conditions prescribed in Sections 5b, 5c, 5d, 5e and 6 shall be met.

**Section 3. Board Meetings.** At least six Board meetings shall be held within 25 miles of the City of Frederick, Maryland, at such date, hour, and place as may be designated by the Board. Notice of each such meeting will be sent by the Corresponding Secretary with an agenda provided by the President to each member of the Board at least 5 days and not more than 15 days prior to the date of the meeting in accordance to Section 6 of this Article. The quorum for a Board Meeting shall be a majority of the Board.

**Section 4. Special Board Meetings.** Special meetings of the Board may be called by the President. Upon receipt of a written request signed by at least three members of the Board, the Corresponding Secretary shall call a special Board Meeting. Such special meeting shall be held within 25 miles of the City of Frederick, Maryland, at such place, date and hour as designated by the person calling a special Board meeting. Notice of such meeting shall be sent by the Corresponding Secretary at least 5 days and not more than 15 days prior to the date of the meeting in accordance with Section 6 of this Article. Any such notice shall state the purpose of the meeting and no other business shall be transacted there. The quorum for such a meeting shall be a majority of the Board.

**Section 5. Conduct of Board meetings.** The Board may conduct its business: in person; or

- a. by mail or signed facsimile through the Corresponding Secretary;
- b. through the use of telephone conference, videoconference or any means of communication by which all board members may simultaneously hear each other during the meeting;
- c. by email if all members of the board consent to taking the particular vote by email. E-mail cannot be utilized for any item which requires a secret ballot. The consent may be by email confirmation and may be revoked at will. Votes taken by e-mail shall be printed out showing

the board member's email address along with the vote cast. E-mail confirmations and written consents shall be filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.

- d. by any other method permitted by the laws of Maryland.
- e. Items voted upon with any method other than "in-person" meetings must be confirmed in writing by the Secretary within fourteen days.

**Section 6. Notice.** Notice may be sent by the Corresponding Secretary in any manner permitted under the laws of Maryland. Notice may be accomplished by either mail or e-mail pursuant to below.

- a. *By mail.* When notice is given by mail, it must be via first class US mail and shall be deemed given when deposited in the mail or the delivery service, addressed to such person at such person's address as it appears on the records of the Club.
- b. *By e-mail.* The Club may send to members notices, including notification of club meetings, dues, minutes and other club publications, and to board members notification of meetings via email, provided that,
  1. The club member or board member has signed an authorization agreeing to this method of communication.
  2. Such authorization is renewed annually and is revocable at will.

**Section 7. Voting.** Each regular member in good standing whose dues are paid for in the current year shall be entitled to one vote on each issue or matter at any meeting of the Club. Proxy voting will not be permitted at any Club meeting or election. The Board of Directors may decide to submit specific questions for decision of the members by written ballot cast by mail or in accordance with an electronic balloting process approved by the Board and consistent with the laws of Maryland.

## ARTICLE III

### Directors and Officers

**Section 1. Board of Directors.** The Board shall be comprised of the officers (President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer) and four other persons called directors, all of whom shall be elected at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. Officers shall serve one year terms. Directors shall serve two year terms, with two of the four directors elected at each annual meeting.

General management of the Club's affairs shall be entrusted to the Board of Directors. Board members are required to attend Board meetings and expected to attend general meetings. At the discretion of the Board of Directors, a Board position will be considered vacant if four or more Board meetings called within one calendar year are unattended and unexcused, and will be filled in accordance with Article III, Section 3, Vacancies.

**Section 2. Officers.** The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording 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 of the Board and shall have the duties and powers normally pertaining to the office of the President in addition to those particularly specified by these By-Laws.
- 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 Recording 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.
- d. The Corresponding Secretary shall have charge of the correspondence, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with addresses and other appropriate data, and carry out such other duties as are prescribed by these By-Laws.
- e. The Treasurer shall be bonded, or the Club otherwise similarly insured against negligence or loss by the Treasurer or any officer, in such amount as the Board of Directors determine, and provide for an audit or review of the club's financial books on an annual basis or upon change of Treasurer, and shall:
  1. Collect and receive all monies due or belonging to the Club;
  2. Deposit the same in a bank approved by the Board, in the name of the Club;
  3. Keep the books open to inspection of the Board at all times;
  4. Report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported;
  5. Render at the annual meeting an account of all monies received and expended during the previous fiscal year;
  6. Maintain appropriate corporate reporting to the state of Incorporation;
  7. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

**Section 3. Removal from Office.** An officer or director may be removed from office for failure to discharge his duties as prescribed in Section 2 of this Article by a secret vote of two-thirds (2/3rd) of the entire Board of Directors at a meeting where the notice of which has specified the proposed removal.

**Section 4. Vacancies.** A vacancy occurring during the year, in the office of President, shall be filled for the unexpired term by the Vice-President. All other vacancies occurring on the Board during the year shall be filled by a majority vote of the then members of the Board at its first meeting following the creation of such a vacancy or by a special Board meeting called for that purpose.

**Section 5. Delegate to The American Kennel Club.** The delegate to The American Kennel Club shall be appointed by the Board of Directors for a three year term. The Delegate is not a member of the Board of Directors; however, a member of the Board of Directors may be appointed as Delegate. The duties of the Delegate shall be to represent the Club at all meetings of the Delegates to the American

Kennel Club, attend the quarterly meetings of The American Kennel Club Delegates, and to report the results of these meetings to the Board of Directors.

**Section 6. Indemnification of Officers and Board Members.** The officers and Directors of the Club shall be indemnified by the Club against liability and against expenses reasonably incurred by them in conjunction with any action, suit or proceeding by reason of their having been an Officer or Director of the Club, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding, to have been determined to be acting in individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled as a matter of law. However, the personal liability may not be eliminated or limited for a Director, Officer, or both, to the Club for monetary damages for breach of fiduciary duty with respect to any transaction from which the Director, Officer, or both, derived an improper personal benefit.

## ARTICLE IV

### The Club Year, Annual Meeting, Elections

**Section 1. Club Year.** The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The Club's official year shall begin on the first day of January and end on the thirty-first day of December.

**Section 2. Annual Meeting.** The annual meeting shall be held in the month of December with provision for members in good standing to raise concerns, identify subjects for discussion, and to vote on special issues by ballot. At this meeting, officers and directors shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. Ballots will be received and counted by the Recording Secretary, unless the Recording Secretary position is contested, in which case an independent teller committee will be appointed by the board. They shall take office on the first day of January and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office by January 30. Quorum for this meeting shall be 20 percent of members in good standing.

**Section 3. Elections.** The nominated candidate receiving the greatest number of votes for each office and Board positions shall be declared elected. For uncontested offices or positions, the individual will be declared elected at the annual meeting. In the event of ties, a reballoting will be conducted. If a tie in votes balloted remains following the reballotting, a coin toss will be performed by the President to break the tie.

**Section 4. Nominations.** No person may be a candidate in a Club election who has not been nominated. During the month of September, 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 Corresponding Secretary shall immediately notify all Club members of the selection of the Nominating Committee and alternates. The Board shall name a Chairperson for the Committee, whose duty shall be to call a Committee meeting which shall be held on or before October 15, with reporting of nominations to the Recording Secretary and Corresponding Secretary by October 29.

- a. The Committee shall nominate one candidate for each office and each expiring Board position. After securing the written consent of each nominee, the Committee shall immediately report their nominations to the Corresponding Secretary and the Recording Secretary.
- b. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, before November 1, notify each Club member in writing, or by email, of the candidates so nominated.
- c. Additional nominations may be made at the November meeting by any member in attendance, provided that the nominated person is a member in good standing and accepts. If the proposed candidate is not in attendance at this meeting, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. If no valid additional nominations are received, the Nominating Committee's slate shall be declared elected, and no balloting will be required.
- 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.** The Board may each year appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, trophies, annual prizes, membership, and other appropriate areas. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. The Board may terminate committee assignments by majority vote.

## ARTICLE VI

### 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 a like period.

**Section 2. Charges and jurisdiction.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or purebred dogs. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or of purebred dogs. If the Board decides that the charges do not allege conduct which would be prejudicial to the best interests 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 nor more than 6 weeks thereafter. The Corresponding 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 respondent may personally appear in his or her own defense and may bring witnesses if desired.



**Section 3. Board Hearing.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and respondent 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. During such suspension the member is not “a member in good standing.” In addition, if the Board deems that punishment insufficient, it may recommend that the penalty be expulsion. In such case, the suspension shall not restrict the respondent’s right to appear before 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 Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board’s decision and penalty, if any.

**Section 4. Expulsion.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board’s recommendation, as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board’s recommendation. The respondent shall have the privilege of appearing on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board’s findings or recommendations and shall invite the respondent, if present, to reply to the charges and findings. The members then vote by secret ballot at that meeting, on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, any suspension voted by the Board shall stand.

**Section 5, Reassignment of Duties.** If the President is the subject of the charges or disciplinary action, the Vice President shall perform the duties of the President as described in this article, and if the Recording Secretary is the subject of the charges or disciplinary action, the Corresponding Secretary shall perform the duties of the Recording Secretary as described in this article. This substitution shall commence immediately upon receipt of written notice of charges described in Section 1 or 2. Any other officer or board member who is the subject of disciplinary charges shall remain in his/her position, apart from any deliberation or hearing of the charges, pending resolution of the charges. If any other Officer or Director is suspended, the remainder of the Board of Directors shall select by majority vote another Board Member to fulfill the duties of said Officer or Director until the suspension is over.

**Section 6. Rights Under Suspension.** A member under suspension shall receive all Club information and notices which are sent to members in good standing. This includes dues notices, as well as other pertinent communications as defined by the Board of Directors. However, in no manner may the suspended member serve on the board, serve on a committee, vote, sponsor a member, or in any way participate in the operation of the Club.

## 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 Corresponding Secretary, signed by 20 percent of the membership in good standing. Amendments proposed by such a written petition shall be considered by the Board of

Directors within 30 days after receipt. The petitioned amendments and the Board recommendations must be submitted to the members by the Corresponding Secretary as designated by Section 2 of this Article. The members shall vote on the petitioned amendments within 2 months from the date of submission of the petition.

**Section 2.** The Constitution and By-Laws may be amended by a two-thirds secret vote of the members present and voting by secret ballot or in accordance with an electronic balloting process approved by the Board, at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 10 days prior to the date of the meeting.

**Section 3.** No amendment to the constitution and 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.

## **ARTICLE VIII**

### **Dissolution**

**Section 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary, involuntary, or by operation of the law, none of the property of the Club nor any proceeds therefrom nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, such organization to be selected by the Board of Directors.

## **ARTICLE IX**

### **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
- Minutes of last meeting
- Report of President
- Report of Corresponding Secretary
- Report of Recording Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

Roll call for attendance  
Reading of minutes of last meeting  
Report of President  
Report of Corresponding Secretary  
Report of Recording Secretary  
Report of Treasurer  
Report of the AKC Delegate  
Reports of committees  
Unfinished business  
New business  
Adjournment

**Section 3.** 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.

**Section 4.** The validity, construction and effect of the Club Bylaws and any actions taken under or relating to the Club Bylaws shall be determined in accordance with the laws of the State of Maryland and applicable Federal laws. For purposes of litigating any dispute that arises under the Club Bylaws, the parties hereby submit to and consent to the jurisdiction of the State of Maryland, agree that such litigation shall be conducted in the courts of Maryland or the federal court for the United States for the District of Maryland.

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