

PAPER CITIES KENNEL CLUB, INC.

CONSTITUTION

ARTICLE I

Name and Objects

- SECTION 1 The name of the Club shall be **Paper Cities Kennel Club, Inc.**
- SECTION 2 The objectives of the Club shall be:
- (a) To further the advancement of all breeds of purebred dogs and to encourage and promote quality in the breeding of purebred dogs.
 - (b) To conduct dog shows, obedience trials, and any other event for which the Club is eligible under the Rules and Regulations of The American Kennel Club.
 - (c) To make information available to the membership regarding breeding, handling, and care of dogs.
 - (d) To provide public education regarding purebred dogs.
 - (e) To devote all profits accruing to the Club to the above purposes or to make specific bequests to such charitable or civic organizations as shall be approved by a majority vote of those in attendance and voting at a Club meeting.
- SECTION 3 The Club shall not be conducted or operated for profit.
- SECTION 4 No part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual, i.e., salaries, fees, commissions, or dividends.
- SECTION 5 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.

BYLAWS

ARTICLE I

Membership

- SECTION 1 **Eligibility:** There shall be six types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.
- (a) Single membership is open to all persons 18 years of age and older who enjoy all the privileges of the Club including voting and holding office.
 - (b) Family membership is open to two persons residing at the same address, 18 years of age and older, who each enjoy all the privileges of the Club including voting and holding office.
 - (c) Junior membership is open to all persons 11 years to 18 years of age. Junior members may not vote or hold office. They may convert to single membership upon reaching their 18th birthday. The signature of a parent or guardian is required for junior membership.
 - (d) Associate membership is open to all persons 18 years of age and older. Associate members are entitled to all the privileges of the Club except voting and holding office. An associate member may become a single member at any time by paying the difference between the associate member rate and the single member rate for a full year's (not pro-rated) dues.

- (e) Honorary membership is awarded to an individual who has made significant contributions to the Club. Honorary members pay no dues and are not eligible to vote, hold office, or enjoy privileges of the Club. Honorary members can maintain single or family membership if they pay dues.
- (f) Life membership is open to an individual who has been a member for at least 25 consecutive years and is at least 65 years of age. Life members pay no dues but enjoy all the privileges of the Club including voting and holding office. Upon notification that a member qualifies for Life membership, the Board of Directors (Board) shall confirm eligibility and notify the Club.

SECTION 2 **Dues.** Dues are payable on or before the first day of October of each year. Dues can be changed at the January annual meeting by a majority vote of the members present.

- (a) Single membership: Dues of \$15.00 per year, not to exceed \$25.00 per year
- (b) Family membership: Dues of \$25.00 per year, not to exceed 35.00 per year
- (c) Junior membership: Dues of \$5.00 per year, not to exceed \$15.00 per year
- (d) Associate membership: Dues of \$10.00 per year, not to exceed \$20.00 per year

No member may vote whose dues are not paid for the current year. During the month of September, the Treasurer shall send to each member a statement of his or her dues for the ensuing year.

For persons joining the Club between July 1 and September 30, dues will be for the ensuing year.

SECTION 3 **Election to membership.**

- (a) Single, Family, Junior, and Associate Memberships

Each applicant for membership shall apply on a form approved by the Board, which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the Club's Code of Ethics, and the rules of the American Kennel Club. The application shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment. If the application is rejected by the club, the dues payment shall be returned to the applicant.

All applications are to be filed with the Recording Secretary. The applicant must attend at least one meeting prior to his application being read, and must be present at two meetings within one year when the application is read to the membership. The application is to be read at the first meeting of the Club following its receipt at which the applicant and at least one sponsor are present. At the second Club meeting the applicant and at least one sponsor attend, the application will be read and voted upon by secret ballot. Affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

- (b) Honorary Membership

Any Club member in good standing may propose a candidate for honorary membership. Such proposal will be presented to the Board for consideration. If approved by the Board, the candidate will be recommended for honorary membership at the next regular Club meeting, to be voted upon by secret ballot. Affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

- (c) Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

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 Recording Secretary, but no member may resign when in debt to the

Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year.

- (b) *by lapsing*. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of October. However, the Board may grant an additional 90 days grace to 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 that meeting.
- (c) *by expulsion*. A membership may be terminated by expulsion as provided in Article VI of these Constitution and Bylaws.

SECTION 5 ***Bank returns a check from a Club member.***

- (a) A fee will be charged to the member who wrote the returned check. The fee amount will be determined by the Board based on current bank fees in effect at that time. The Treasurer will notify the member of the returned check. The member must notify the Treasurer when the check is good or present a new check or cash plus the additional fee(s) owed. The President or the Treasurer may call a Board meeting to take further action. If the returned check is for the member's dues, and if the member has not made good for the check, membership will be automatically terminated according to Article 1, Section 4 of the Bylaws.
- (b) All outstanding fees must be paid before a membership can be reinstated.

ARTICLE II
Meetings and Voting

SECTION 1 ***Club meeting.*** Meetings of the Club shall be held within 20 miles of the city hall of Wausau, Wisconsin on the third Wednesday of each month, at such hour and place as may be designated by the President. Meetings may be held elsewhere if agreeable to a majority attending the prior regular meeting, except that the annual (January) meeting shall be held within 20 miles of the city hall of Wausau. Notice of each such meeting shall be sent by the Recording Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the voting-eligible members in good standing.

SECTION 2 ***Special Club Meeting.*** 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, or by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within 20 miles of city hall in Wausau, Wisconsin, and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be sent by the Recording Secretary at least 5 days and not more than 20 days prior to the date of the meeting, and such notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such meeting shall be 20 percent of the voting-eligible members in in good standing.

SECTION 3 ***Board meeting.*** Meetings of the Board shall be held within 20 miles of city hall Wausau, Wisconsin on the first Wednesday of each month in each year, at such hour and place as may be designated by the President. Notice of each such meeting shall be sent by the Recording Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board members. Board meetings may be held elsewhere if agreeable to a majority of the Board attending the prior regular Board meeting, except that the annual (February) Board meeting shall be held within 20 miles of the city hall of Wausau, Wisconsin.

SECTION 4 ***Special Board meeting.*** Special meetings of the Board may be called by the President or the Recording Secretary upon receipt of written request signed by at least three members of the Board. Such special meetings shall be held within 20 miles of the city hall in Wausau, Wisconsin, and at such hour and place as may be designated by the person

authorized herein to call such a meeting. Notice of such meeting shall be sent by the Recording Secretary at least 5 days and not more than 10 days prior to the date of the meeting, and such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board.

SECTION 5 **Voting.** Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. 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, Recording Secretary, Corresponding Secretary, Treasurer and five Board Members, all of whom shall be members in good standing. The Officers shall be elected for one-year terms. The five Board Members shall be elected for two-year terms, being elected two persons one year and three the next year. The President and Vice President shall serve no more than five consecutive terms in that respective office. All persons shall be elected as provided in Article IV. No other member residing at the same address as the President may serve in any office during any term. The most recent past President shall act in an advisory capacity to the Board. General management of the Club's affairs shall be entrusted to the Board.

SECTION 2 **Officers.** The Club's officers consisting of the President, Vice President, Recording Secretary, Corresponding 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 appurtenant to the office of the President in addition to those particularly specified in these Constitution and Bylaws.
- (b) The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity, and he shall exercise other duties as deemed by the Board.
- (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. He shall have charge of the Club's Constitution and Bylaws. He shall keep a roll of the members of the Club with their addresses, maintain a list of standing committees and their current members, and carry out such other duties as are prescribed in these Bylaws.
- (d) The Corresponding Secretary shall have charge of the correspondence and carry out such other duties as are prescribed in these Bylaws.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board, and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine.

SECTION 3 **Vacancies.**

- (a) 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 the remaining members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a 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.

- (b) A member of the Board who has missed two consecutive Board meetings without a valid reason (work, illness, etc.) may be removed by a majority vote of the remaining members of the Board at the regular Board meeting following the two consecutive Board meetings that were missed by the respective Board member. If the vote is to remove that member from the Board the office shall be filled until the next annual election by a majority vote of the remaining majority of the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

- SECTION 1 **Club Year.** The Club's fiscal year shall begin on January 1 and end on December 31. The Club's year shall begin immediately at the beginning of the annual meeting and shall continue until the next annual meeting.
- SECTION 2 **Annual Meeting.** The annual meeting shall be held on the third Wednesday of January within 20 miles of the city hall in Wausau, Wisconsin, at such time and place as may be designated by the President.
- SECTION 3 **Elections.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. On odd year elections the two nominated candidates and on even year elections the three candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.
- SECTION 4 **Nominations.** No person may be a candidate in a Club election who has not been nominated.
- (a) At the regular August meeting, a nominating committee consisting of five members shall be elected by the membership present. Nominations for members of the Nominating Committee shall be made from the floor, and at least eight nominations shall be made. The election shall be by secret ballot. The Corresponding Secretary shall immediately notify the Committee members of their election.
 - (b) The person receiving the highest number of votes shall be named the Chairman for the Committee, and it shall be his duty to call a Committee meeting which shall be held on or before September 10.
 - (c) The Committee shall nominate one candidate for each office, and one candidate for the other positions on the Board coming up for election, and immediately report its nominations to the Corresponding Secretary in writing.
 - (d) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall forthwith notify each nominated member, in writing, of his nomination.
 - (e) Any person so nominated who refuses to be a candidate for the position to which he had been nominated shall notify the Corresponding Secretary, in writing, within 10 days of the date of the Corresponding Secretary's letter of notification.
 - (f) Immediately after the expiration of the period in which nominees may so decline the nomination, the Corresponding Secretary shall provide the list of nominees to the Recording Secretary. The Recording Secretary shall include the slate of all nominated candidates in the October meeting notice sent at least ten days before the meeting.
 - (g) Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and providing further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position. The additional nominations which were provided herein may be made only from among those members who are not nominated by the Nominating Committee, or who declined such nomination as above provided. However, no person who had declined the

Committee nomination may be nominated at the October meeting for the same position.

- (h) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.
- (i) The election for Officers and open Board positions for the ensuing year will be held during the regular November meeting. No member may vote in the election whose dues are not paid for the ensuing year. The newly elected Officers and Board members will assume their new positions at the commencement of the January annual meeting.

ARTICLE V

Committees

- SECTION 1 At its first or second meeting of each official year, the Board shall appoint the following committees:
- (a) An Auditing Committee which shall consist of three members, which shall examine the records of the Treasurer and report its findings to the Club no later than the April meeting. The Board may request periodic audits by a qualified professional at least every 3 years.
 - (b) Such other standing committees to advance the work of the Club in such matters as annual awards, membership, and other fields which may well be served by committees.
- SECTION 2 The Board shall appoint a Show Chairperson who, subject to final authority of the Board, is responsible for assembling and directing such committees as appropriate for planning and conducting the annual Dog Shows and Trials.
- SECTION 3 Such committees shall always be subject to the final authority of the Board.
- SECTION 4 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; 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 the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.
- SECTION 2 ***Charges.*** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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. 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. 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 Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he desires.
- SECTION 3 ***Board hearing.*** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. 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 suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording 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 proceeding may occur at a regular meeting of the Club to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings, and invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present 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 Bylaws may be proposed by the Board or by written petition addressed to the Recording Secretary signed by 20 percent 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2 The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two weeks prior to the date of such 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 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 2/3 of the members. 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 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 2/3 majority vote of the members.

ARTICLE IX Order of Business

SECTION 1 At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of Board
- Report of President

Report of Treasurer
Reports of Committees
Election of Officers & Board Members (at November 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:

Reading of minutes of last meeting
Report of Treasurer
Report of Committees
Unfinished business
Election of new members
New business
Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1 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.