-Windham County Kennel Club, Incorporated

Founded 1926, Incorporated 1939

**Constitution and Bylaws**

Revised

July 1984

January 1996

April 2003

April 2009

August 2020

**Constitution**

**Article I**

**Name and Objective**

Section 1: The name of the Club shall be the Windham County Kennel Club, Incorporated (hereinafter WCKC or Club)

Section 2: The objectives of the Club shall be:

1. To further the advancement of all breeds of pure-bred dogs;
2. To do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows and obedience trials:
3. To conduct sanctioned matches, dog shows, obedience trials and other such events for which the club is eligible under the Rules and Regulations of The American Kennel Club (AKC);
4. To educate members and the public in the protection, care and advancement of pure-bred dogs;
5. To support charitable and educational causes through financial contributions and Club activities.

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 any member.

Section 4: The members of the Club shall adopt and may revise said bylaws as necessary to carry out these objectives.

**Bylaws**

**Article I**

**Membership**

**Section 1:** **Eligibility**: Membership is unrestricted to residence, but the Club’s primary purpose is to represent breeders and exhibitors in the greater Willimantic area. There shall be five types of membership:

1. **Regular Membership**: Shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. These members may vote and hold office.
2. **Household Membership**: Shall be open to two adults residing in the same household who are eighteen years of age or older and are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. These members may vote and hold office.
3. **Associate Membership:** Shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club who subscribe to the objectives of the Club but who cannot actively participate in the Clubs meetings and other activities. Associate Members may not vote or hold office and are not used in determining a quorum.
4. **Lifetime Membership:** The Board of Directors (the Board) may appoint Life Members who have all the privileges of regular members but shall not be liable for the payment of an annual dues. Such membership shall be open to regular members of 25 years of continuous membership in good standing.
5. **Junior Membership:** Shall be open to all persons between the ages of twelve and eighteen who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. Junior Members shall have all the rights and privileges of regular members except forvoting and holding office and are not used in determining a quorum. Junior Members in good standing who reach the age of eighteen shall have their membership automatically convened to Regular Membership.
6. **Honorary Membership:** Is complimentary and is conferred upon those whom the Club determines the honor. Nominations shall be made by the Board with election by the membership. The privilege of Honorary Membership does not confer voting rights nor the right to hold office. Honorary Members are not used in determining a quorum.

**Section 2:** **Dues:** Regular and associate membership dues are determined by the Board and shall not exceed $30.00 per year, payable on or before January 1st each year. Junior membership ,Lifetime and Honorary members do not pay dues. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send each member a statement of dues for the ensuing year.

**Section 3:** **Election to Membership**: Each applicant for membership shall apply on a form approved by the Board which shall provide that the applicant agrees to abide to this Constitution and Bylaws and the rules of The American Kennel Club. The applicant shall state the name, address, and occupation of the applicant and it shall carry the endorsement, by signature and written statement of two members of different families who have been in good standing with the Club for at least one year. No member shall sponsor more than three new membership applications in Club fiscal year. Accompanying the application, the prospective applicant shall submit dues for the current year. All applications are to be filed with the Secretary~~.~~ Applications are to be read atthe first meeting the applicants attend after submission**.** The Secretary shall include in the call to the general meeting the names of the applicants to be voted on at the next scheduledmeeting. The ballot will be secret and 2/3 of the membership present voting will be required to accept the applicant. 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:

1. **By Resignation**: Any member in good standing may resign from 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 in full prior to resignation.
2. **By Lapsing**: A membership shall be considered lapsed and automatically terminated if such member’s dues remain unpaid after 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a member be entitled to vote at any Club meeting whose dues are not paid as of the date of the meeting.
3. **By Expulsion**: A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

**Article II**

**Meetings and Voting**

**Section 1.** **General Club Meetings**: General meetings of the Club shall be held in the greater Willimantic area a minimum of six times a year, at such hour and place as may be designated by the Board. Written notice of such meeting shall be mailed (via US Postal Service or email)by the Secretary at least 10 days prior to the date of the meeting. The quorum of such meeting shall be 20% of the regular 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 a regular or special meeting of the Board, or 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 in the greater Willimantic area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed (via US Postal Service or email) by the Secretary at least 15 days prior to the date of the meeting, and said meeting 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 % of the regular members in good standing.

**Section 3:** **Board Meetings:** A minimum of six meetings of the Board shall be held in the greater Willimantic area during the Club year at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed by the Secretary (via US Postal Service or email) at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. The President shall preside at the meeting. It is the sole discretion of the Board of Directors to hold a joint meeting with the general membership at a scheduled general membership meeting.

The Board of Directors may conduct business by telephone conference call, or via videoconference provided it does not conflict with other provisions of these by-laws. Items voted upon by telephone conference, or videoconference must be confirmed in writing by the Secretary within seven days.

**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 by at least three members of the Board. Such special meetings shall be held in the greater Willimantic area at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed (via US Postal Service or email) by the Secretary at least 5 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. The quorum for such a meeting shall be the majority of the Board.

**Section 5: Voting:** Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote. Proxy voting will not be permitted at any Club meeting or election.

**Section 6: NOTIFICATIONS:** Provided it does not conflict with any other provisions of these Bylaws, and in accordance with AKC policy, the use of email communication by the Club is allowed. The Club may send members notification of club meetings, dues notices, minutes and other Club notifications, and board members notification of board meetings, provided that the member or board member has signed an authorization agreeing to this method of communication, which is revocable and releases the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond

 the Club’s control. Notwithstanding the foregoing, the Club may elect to send members or board members notifications via regular mail.

**Article III**

**Directors, Officers and Delegate**

**Section 1:** **Board of Directors:**  The Board of Directors shall be comprised of the Club Officers and five other persons all of whom shall be members in good standing and shall be elected for two- year terms at the Club’s annual meeting as provided in Article IV. They shall serve until their successors are elected. General management of the Club’s affairs shall be entrusted to the Board. The American Kennel Club Delegate will serve as an ex-officio member of the Board.

**Section 2:** **Officers:**  The Club’s officers consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both regarding the Club and its meetings and the Board and its meetings.

1. **The President:** Shall preside at all meetings of the Club and of the Board and shall exercise the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws. He is an ex-officio member of all committees except the nominating committee. He may vote on the election of officers, directors, or new members to break a tie or as an ex-officio member of the committees.
2. **The Vice President:** Shall have the duties and exercise the powers of the President in case of the President’s death, absence, or incapacity.
3. **The Secretary:**  Shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club. He shall have charge of the correspondence, notify members of meetings, notify members of their election to membership, notify officers and directors of their election to office, keep a roll of members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year and carry out such other duties as are prescribed in these Bylaws.

1. **The Treasurer:**  Shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank or other financial institution designated by the Board in the name of the Club. The Treasurer shall report at every meeting the conditions of the Club’s finances and every item of receipt or not before reported. At the March general meeting the Treasurer shall report in full on the financial transactions of the Club for the preceding year. This report shall be certified by two auditors appointed by the Board and a copy shall be given to each member. The Treasurer shall be bonded in such amount as the Board shall determine.

**Section 3: The American Kennel Club Delegate:**  Shall, whenever possible, attend all American Kennel Club delegate meetings and convey the wishes of the Windham County Kennel Club membership. The Delegate shall report any pertinent American Kennel Club action to the Windham County Kennel Club after each American Kennel Club meeting. The AKC Delegate shall have all privileges of Board membership including voice and vote.

**Section 4:** **Vacancies:**  Any vacancies occurring on the Board, or among its officers or for the AKC Delegate during the year shall be filled until the next election by a majority vote of all members of the Board at their first meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose. 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 a majority vote of the Board. *The vacating officer/director shall turn over to his/her successor all properties and records relating to the office within 30 days.*

**Article IV**

**Club Year, Annual Meeting, Elections**

**Section 1: The WCKC has different program and fiscal years:**

1. **Club Year:** The Club’s calendar year shall begin on the 1st day of July and end on the 30th day of June. 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.

 **b. Fiscal Year:** The Club’s fiscal year shall begin on January 1st and end on December 31st.

**Section 2: Annual Meeting:** The Annual Meeting shall be held in the month of June, at which time Officers, Delegate to the AKC and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to the office within 30 days after the election.

**Section 3: Elections:** The nominated candidate receiving the greatest number of votes for each office shall be declared elected those positions. The ~~five~~ 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:** During the month of March, 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. A member of the Board may not be chairman of the Nominating Committee. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman of the Committee. It shall be his duty to call a committee meeting which shall be held on or before the general meeting in April.

1. **The Nominating Committee:** Shall, in even numbered years, nominate one candidate for President, Secretary, and two Board membersand for the AKC Delegate (who may be an officer or director of the Club) and in odd numbered years, nominate one candidate for Vice-president, Treasurer, and three Board members. After securing the consent of each person so nominated, shall immediately report the nominations to the Secretary in writing. No person may be a candidate for office until he has been a member of the Club for one year.
2. **Nominating Committee’s Report**: Upon receipt of the Nominating Committee’s report, the Secretary shall, before the May meeting, notify each member in writing of the candidate so nominated.
3. **Additional Nominations:** May be made in the May meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the 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 except for the AKC Delegate.
4. **Other Nominations:** Cannot be made at the annual meeting or in any manner other than as provided in this section.

**Article V**

**Committees**

**Section 1: Committee Appointments:** The President with approval of the Board shall each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, annual prizes, membership and other fields which may be served by standing committees. Such committees shall always be subject to the final authority of the Board. Special committees to aid particular projects may also be appointed by the President with the approval of the Board.

**Section 2: Committee Termination:** Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee and the Board of Directors may appoint successors to those persons whose services have terminated.

**Section 3: Debts:** No officer, committee or member of the Club shall incur any debt or take any action relative to the financial transactions of the Club unless given authority to do so.

**Article VI**

**Discipline**

**Section 1: American Kennel Club Suspension**: Any member who is suspended from any of theprivileges of The American Kennel Club automatically shall be suspended from the privileges of Windham County Kennel Club for the same 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 specifications must be filed in duplicate with the 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 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 charge, 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, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a place, date and hour for a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The 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 or bring witness if he wishes.

**Section 3: Board Hearing:** The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the 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. IF the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant’s rights 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 Secretary. The Secretary 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 recommendations 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 of expulsion. The defendant shall have the privilege of appearing in his own behalf if he wishes. The members shall then vote by secret written 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 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 Secretary signed by twenty percent of the membership in good standing. The Secretary shall submit amendments proposed by petition, along with the recommendations of the Board to the membership, for a vote within three months of the date when the petition was received by the Secretary.

**Section 2: Voting:** The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any general meeting called for the purpose, provided that the proposed amendments have 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: Effective:** 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**

The Club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of 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 in good standing. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board for the benefit of dogs.

