

CONSTITUTION
and
BY-LAWS
of the
DEL SUR KENNEL CLUB, INC.

Founded May 25, 1961

A member of the American Kennel Club

Revisions approved by the Membership

February, 2005

Revisions approved by the American Kennel Club

March, 2005

Constitution of the Del Sur Kennel Club, Inc.

ARTICLE I

Name and Objectives

Section 1 – Name

The name of the Club shall be Del Sur Kennel Club.

Section 2 – Objectives

The objectives of the Club shall be:

- a. to further the advancement of all breeds of pure bred dogs
- b. 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;
- c. to conduct sanctioned matches, dog shows and obedience trials under the rules of The American Kennel Club.

Section 3 – Operation

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 or individual.

Section 4 – By-Laws

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 objectives.

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BY-LAWS

ARTICLE I

Membership

Section 1 – Eligibility

There shall be two types of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Single membership: Enjoys all the privileges of the Club including the right to vote and hold office.

Family membership: Open to two or more adult persons who live in the same household and whose names are specified on the membership application, each of whom will be entitled to one vote and to hold office.

Section 2 – Dues

Membership dues shall be a maximum of \$30.00 per year, payable on or before the first day of October of each year. The amount of dues required for the day to day operation of the Club shall be reviewed at the November Board of Director's meeting. A recommendation concerning the amount of dues shall be made to the General Membership at the January general meeting. The amount recommended shall be approved or disapproved by a majority vote of the members present and voting. No member may vote whose dues are not paid for the current year. During the month of July, the Treasurer shall send to each member a statement of his or her dues for the ensuing year.

Section 3 – Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution, by-laws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant or applicants and it shall carry the endorsement of two members in good standing who have been members of the Club for a minimum of one year. Accompanying the application, the prospective member(s) shall submit dues for the current year. All applications are to be filed with the Corresponding Secretary and each application is to be read at the first meeting following its receipt. The Board shall act as a membership committee and as such make its recommendation to the membership prior to the vote of the membership. At the next Club meeting the application will be voted upon and an affirmative vote of two-thirds (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 apply within six months after such rejection.

Section 4 – Reinstatement

Former members may apply for reinstatement and be voted on in the same manner as

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new members provided any past indebtedness is paid.

Section 5 – 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. 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 as lapsed and automatically terminated if such member's dues remain unpaid for ninety (90) days after the first day of the fiscal year. The Board may grant an additional ninety (90) days 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 at as of the date of that meeting

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of the by-laws.

ARTICLE II

Meetings & Voting

Section 1– Club Meetings

Meetings of the Club shall be held in the Greater San Diego area each month on such date, hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least ten (10) days prior to the meeting. The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

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 Corresponding 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 San Diego area at such place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and no other Club business may be transacted there at. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

Section 3 – Board Meetings

Meetings of the Board of Directors shall be held in the Greater San Diego area monthly except for the months of July, August and December of each year, on such day, hour and place as may be designated by the Board.

Written notice of each meeting shall be mailed by the Corresponding Secretary at least seven (7) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

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Section 4 – Special Board Meetings

Special meetings of the Board may be called by the President or shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meeting shall be held in the Greater San Diego 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 meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or telegraphic notice shall be filed at least three (3) days and not more than five (5) 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 there at.

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 they are present. Proxy voting will not be permitted at any Club meeting or Election.

ARTICLE III

Directors, Officers and American Kennel Club Delegate

Section 1 – Board of Directors

The general management of the Club shall be entrusted a Board of nine (9) directors which shall include the five (5) Officers as described in Section 2. They shall be members in good standing, all of whom are elected to three (3) year terms. The Clubs officers are elected annually by the Board of Directors at a Board meeting convened immediately following the adjournment of the annual meeting and shall serve until their successors are elected.

(a) Directors shall not serve continuously for more than two (2) full terms. A husband and wife shall not be eligible to serve on the Board of Directors at the same time. The Delegates term of office will be for three (3) years. The Delegate will be eligible to be nominated for consecutive three (3) year terms.

(b) Terms of the Board of Directors shall be so arranged that three (3) expire and three (3) are elected at each annual meeting.

Section 2 – Officers

The Clubs 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 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 by-laws.

(b) The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity.

(c) The Recording Secretary shall keep a record of all meetings of the Club and the Board and of all matters which a record shall be ordered by the Club.

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(d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of the election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their address and carry out such other duties as are prescribed in these by-laws.

(e) The Treasurer shall collect and receive all money due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection by 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 moneys received and expended during the previous year. The Treasurer shall be bonded in such amount as set by the Board of Directors.

(f) The American Kennel Club Delegate will act as liaison between the American Kennel Club and the Del Sur Kennel Club. The Delegate will attend as many of the American Kennel Club's Delegate meetings as the Del Sur Kennel Club's finances will allow. The Delegate will report to the Board of Directors and the general membership the results of such meetings as soon as practicable. The Delegate will report to the Board and the membership on all correspondence received from the American Kennel Club. The Delegate is elected by the membership at the annual meeting to serve a three year term and is eligible for consecutive three year terms.

Section 3 – Compensation

(a) No Officer, Board member or Delegate shall receive compensation for services as such.

(b) Any Officer or Director who fails to attend three (3) consecutive Board meetings without just cause during a fiscal year, may be removed from office by a two-thirds (2/3) vote of the Board and the same procedure for a vacant office shall follow.

Section 4 – Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all members of the Board at its first regular meeting following the creation of such a vacancy, or at a Special Board meeting called for the purpose; except that a vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV

Club Year, Annual Meeting, Elections

Section 1 – Club Year

The Club's fiscal year shall begin on the first day of October and end on the last day of September. The Club's official year shall begin immediately at the conclusion of the election and continue through the election at the next annual meeting.

Section 2 – Annual Meeting

The annual meeting shall be held in the month of September at which time Directors and Delegate for the ensuing term shall be elected by secret, written ballot from those

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nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turnover to his successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3 – Elections

The three (3) nominated candidates for Directors receiving the greatest number of votes shall be declared elected. The candidate for Delegate to the American Kennel Club among those nominated for the position receiving the greatest number of votes shall be declared elected.

Section 4 – Nominations

No person may be a candidate for a Directorship or American Kennel Club Delegate unless they have attended five (5) or more meetings during the official year. No person may be a candidate in a Club election who has not been nominated. During the month of June, the Board shall select a nominating committee consisting of three (3) members and two (2) alternates, not more than one (1) whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee and the alternates of their selection. The Board shall name a Chairperson for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before July 30th.

(a) The committee shall nominate three (3) candidates for Director, and one for Delegate whom may but need not be an Officer or Director of the Club, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

(b) Upon receipt of the Nominating Committee's report the Corresponding Secretary shall, before August 15th, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the August meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, their proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying their willingness to be a candidate. Except for the position of Delegate, no person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the nominating committee.

(d) Nominations cannot be made at the annual meeting or in any other manner other than as provided in this section.

ARTICLE V

Committees

Section 1 – Formation

The Board may, each year, appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trails, trophies, annual prizes, membership and other fields which may be served by committees. Such committees shall always be

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subject to the final authority of the Board. Special committees may aid it on particular projects.

Section 2 – Termination

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 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 specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of ten dollars (\$10.00), 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 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 of hearing by the Board not less than three (3) weeks nor more than six (6) weeks there after. 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 defendant may personally appear in his own defense and bring witnesses if he wishes.

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 evidence and testimony presented by complainant and defendant, the Board may by a majority vote of the present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of hearing. And, if it 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 the members at the ensuing Club meeting which considers the Board's recommendation.

Immediately after the Board has reached a decision, its finding 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.

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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 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 their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and invite the defendant, if present, to speak on their behalf if they so wish. The members shall vote by secret ballot on the proposed expulsion. A two-thirds vote (2/3) 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 – Proposing

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 twenty percent (20%) of the membership 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 recommendations of the Board by the Corresponding Secretary within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2 – Voting

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 purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

Section 3 – Effective Date of Amendments

“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.”

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 the event of the dissolution of the Club other than for the purposes of reorganization, whether voluntary or by operation of law, none of the property of the Club, nor any proceeds thereof nor any assets of the Club, shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be donated in accordance with current Internal Revenue Service regulations

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ARTICLE IX

Order of Business

Section 1 – Regular Club Meetings

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 the last meeting
- Report of the President
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of the Committees
- Election of Officers and Board (Annual Meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2 – Board of Director’s Meetings

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

- Reading of the minutes of last meeting
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE X

Parliamentary Authority

Section 1 – The rules contained in the current edition of “Roberts 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 by-laws and any other special rules of order the Club may adopt.