

**LOST COAST KENNEL CLUB OF CALIFORNIA
CONSTITUTION AND BYLAWS
September 19, 2012**

CONSTITUTION

**ARTICLE I
NAME AND OBJECTS**

SECTION 1. The name of the Club shall be the **Lost Coast Kennel Club of California**.

SECTION 2. This Corporation is a Non-Profit Mutual Benefit Corporation 501(c)(7) organized under the Non-Profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes are pleasure, recreation and other non-profit purposes, including furtherance of the following objectives:

(a) to further the advancement of all breeds of pure bred dogs.

(b) to do all in its power to protect and advance the interest of all breeds of pure-bred dogs and mixed breed dogs registered with the American Kennel Club's Purebred Alternative Listing Program, and to encourage sportsmanlike competition at dog shows, obedience trials, agility trials, and other events under the rules of the American Kennel Club.

(c) to conduct sanctioned matches, dog shows, obedience trials, agility trials, and other events for which the club is eligible under the rules and regulations of the American Kennel Club.

(d) to provide and conduct educational activities and exhibitions concerning dog ownership, care, training, and recreation.

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 or individual.

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 objects.

BYLAWS

**ARTICLE I
MEMBERSHIP**

SECTION 1. ELIGIBILITY. There shall be five types of membership.

(a) Regular Membership. Subject to Article I, Section 2 and Article II, Section 5 of these bylaws, a Regular Member may vote and hold office, chair committees, etc. of this Club. A Regular Member must be in good standing with the American Kennel Club and subscribe to the purpose of this Club. To become a Regular Member, an applicant must meet the following attendance requirements: Attend at least three meetings, or attend two meetings and one Club sponsored activity in a twelve month period.

(b) Associate Membership. An associate member shall not be able to vote at club meetings or hold office, but will be mailed newsletters and informed of and invited to all club meetings and activities. All new members, after being elected to membership, shall be considered associate members until the attendance requirements from Article 1 section 1 (a) are met: Attending three meetings, or two meetings and one Club sponsored activity in a twelve month period.

(c) Honorary Membership. Shall be decided by the Board of Directors, shall not be required to pay dues and will not be entitled to vote or hold office.

(d) Junior Membership. Open for persons under eighteen years of age in good standing with the American Kennel Club and subscribes to the purpose of this Club. This membership requires the payment of dues, but may not vote or hold office.

(e) Family Membership. Open for persons and their immediate family residing in the same household.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of breeders, owners and exhibitors in its immediate area.

SECTION 2. DUES. Membership dues shall be determined by a two-thirds vote of the Regular Members present at a Regular Meeting. Annual dues shall be payable on or before January 1st of each year. No member may vote whose dues are not paid up for the current year. During the month of October 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 of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, and address of the applicant and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. The endorsement by a member may be waived by attending two Club meetings. Checks received after November 1st of any year will constitute payment for both the then current and the ensuing year.

All applications are to be filed with the Secretary and presented at the first club meeting thereafter, at which an affirmative vote of a majority of those present will elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply 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 Secretary.

(b) By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first of the fiscal year. 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 Bylaws.

ARTICLE II MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held each month in Humboldt County with the exception of December unless otherwise ordered by the Club or the Board of Directors. Written notice of each such meeting shall be sent prior to the date of the meeting. The quorum for such meetings shall be 20% of the Regular members.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the Board and shall be called by the Secretary upon receipt of a petition signed by five Regular members of the Club. Such special meetings shall be held in Humboldt County 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 meeting shall be sent by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meeting shall be 20% of the Regular members.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held each month, except December, in Humboldt County at such hour as may be designated by the Board. The Quorum for such a meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least two members of the Board. Such special meetings shall be held in Humboldt County at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Notice of such meeting shall be mailed/emailed/phoned by the Secretary at least 2 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A Quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING. Each regular 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.

SECTION 6. VOTING ON PURCHASES AND EVENTS: Anything brought up at a meeting that would entail a major commitment of time and/or funds by the club will not be voted on at the same meeting. The issue will be submitted as a proposal, and then voted on at the next regular meeting.

**ARTICLE III
DIRECTORS AND OFFICERS**

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the officers and three other persons all of whom shall be regular members and shall be elected for one year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both in 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 President in addition to those particularly specified in these Bylaws.

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

(c) The Secretary shall keep 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; have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, if any, as the Board of Directors shall determine.

SECTION 3. VACANCIES. A vacancy will automatically be created by any elected officer who misses three consecutive meetings without due cause being reported to the President or Secretary. Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the term in question by a majority vote of all the then 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.

**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 last day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. ANNUAL MEETING. The annual meeting shall be held in the month of November at which Officers 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 the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that 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. The three candidates for the 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. Nominations will be accepted until the end of the regular October meeting. Individuals must consent to their nomination.

Upon receipt of the nominations, the Secretary, prior to the regular November meeting, shall notify each member in writing of the candidates so nominated.

(a) No person may be a candidate for more than one position.

ARTICLE V COMMITTEES

SECTION 1. The Board may, each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. 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.

SECTION 2. 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 another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25, 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 charge 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 or 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 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 the evidence and testimony presented by complainants and defendant, 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 six months from the date of the hearing. And if it deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, 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 Secretary. The 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 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 recommendations, and shall invite the defendant, if present to speak on his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for the 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 of Directors or by written petition addressed to the Secretary signed by 20% of the regular membership. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two thirds vote 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 weeks prior to the date of the meeting.

SECTION 3. No amendment to the constitution 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. DISSOLUTION. The Club may be dissolved at any time by written consent of not less than two-thirds of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of the 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 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 the Board of Directors.

**ARTICLE IX
ORDER OF BUSINESS**

SECTION 1. At any meeting 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 Secretary
- Report of Treasurer
- Report of committees
- Election of new members
- Election of Officers and Board (at annual meeting)
- 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
- Unfinished business
- 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.

**ARTICLE XI
IDEMNIFICATION**

SECTION 1. All members, board and club, shall be indemnified from any liability. The board has the authorization to purchase liability insurance.