

CONSTITUTION AND BY LAWS OF THE EAGLE ROCK KENNEL CLUB, INC.

Amended 11/2005

ARTICLE I NAME AND OBJECTIVES

The name of the club shall be the Eagle Rock Kennel Club

The objectives of the club shall be:

- To further the advancement, breeding, and exhibiting of purebred dogs.
- To conduct all-breed dog shows, obedience trials, agility trials and sanctioned matches under the rules of the American Kennel Club.
- 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; and under no circumstances to pay a salary, fee, commission or dividend to any member.

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.

ARTICLE II MEMBERSHIP

SECTION 1 ELIGIBILITY: There shall be two types of memberships, single and family 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 purposes of this club.

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

SECTION 2 DUES: Membership dues shall be set by the Board of Directors with the approval of 2/3 of the members present and voting at any regular or special club meeting called for that purpose. Annual dues shall be payable each January 1. During the month of November, the Secretary shall notify each member that dues are payable. A list of such payable annual dues shall be furnished the Secretary by the Treasurer.

TRAINING FEES. A training fee may be charged for each dog taking part in any training class. The amount of the fee will be set by the Board of Directors and will become effective immediately.

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 and by-laws and the rules of the American Kennel Club. The application shall state the name, address, breeds and interests of the applicant(s) and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the next club meeting. The application will be voted upon by printed ballot and affirmative votes of a simple majority of the members present and voting at that meeting shall be required to elect the applicant.

Applicants elected to membership on or after October 1st shall be considered to have paid their dues for both the present and following year.

Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection and thus shall receive refund of dues.

SECTION 4 TERMINATION OF MEMBERSHIP: Membership may be terminated:

1. By resignation. Any member in good standing may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the club. Dues obligations are considered as a debt to the club.
2. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on March 1st of each year; however, the Board may grant an additional 60 days of grace to delinquent members in meritorious cases. In no case may person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
3. By expulsion. A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

**ARTICLE III
MEETINGS**

SECTION 1 CLUB MEETINGS: Meetings of the club shall be held in the city of Idaho Falls, Idaho, each month, except June and December, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed at least 5 days prior to the date of the meeting. The quorum for such meetings shall be 25% 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. 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 City of Idaho Falls, Idaho and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed 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 a meeting shall be 25% of the members in good standing.

SECTION 3 BOARD MEETINGS: Meetings of the Board of Directors shall be held at the discretion of the board of directors. Such time and place shall be announced at the preceding club meeting. 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 or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed at least 5 days and not more than 10 days prior to the date of the meeting, or telephone notice shall be given at least 3 days and not more than 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 thereat. A quorum for such a meeting shall be a majority of the Board.

**ARTICLE IV
DIRECTORS AND OFFICERS**

SECTION 1 BOARD OF DIRECTORS: The Board shall be comprised of the President, Vice President, Secretary, and Treasurer, and three trustees. The President, Vice President, Secretary, and Treasurer shall be elected for one-year terms at the club's annual meeting as provided in Article V. The Trustees shall be elected to 3-year terms, with the terms staggered such that one vacancy occurs each year. 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 with regard to the club and its meetings and the Board and its meetings.

- 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 Constitution and By-Laws.
- The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity. In addition, the Vice President shall be responsible for the presentation of programs at club meetings.
- The 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, He/she shall have charge of all correspondence of the Club and its committees and keep records thereof. Keep a roll of the members with their addresses, attend to the applications of new members and shall carry out such other duties as may be prescribed in these Constitution and by-laws.
- The Treasurer shall collect and receive all moneys due or, belonging to the club and receipt therefor. He/she shall deposit the same in a bank satisfactory to the Board, in the name of the club. An authorized club officer, normally the Treasurer and the President must sign checks written in payment of authorized club expenditures. The Treasurer's books shall at all times be open to inspection by the Board. He/she shall report to the club at every meeting the condition of the club's finances and every item of receipt of payment before reported; and at the annual meeting he/she shall render an account of all moneys received and expended during the preceding fiscal year. The Treasurer's books shall be audited at the close of each year as directed by the Board of Directors.

SECTION 3. VACANCIES: Any vacancies occurring on the Board during the year shall be for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, except as provided in Section 4.

SECTION 4. REMOVAL FROM OFFICE: Any officer or director may, by a two thirds majority vote of the Board at a special meeting called for that purpose, be removed from office and relieved of all duties and responsibilities of that office. This done because that officer or director is unwilling or unable to fulfill his/her duties misses more than six (6) board meetings during a calendar year. A Certified letter shall be mailed with written notice of such action to that officer or director within 5 days of such removal.

Vacancies created under this section shall be filled by a majority vote of the members present and voting at the first regular club meeting following the creation of such a vacancy. Candidates for the position shall be nominated from the floor in the manner set forth in Article V, Section Sc. Notice of the vacancy shall be included in the written notice of the club meeting.

ARTICLE V

THE CLUB YEAR, ANNUAL MEETING, VOTING AND ELECTIONS

SECTION 1 CLUB YEAR: The club's fiscal year shall begin on the first day of January and end on the 31st 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 of the next annual meeting.

SECTION 2 ANNUAL MEETING: The annual meeting shall be held in the month of January. At this meeting, officers for the ensuing year shall be elected by printed ballot from those nominated for each office. Also at the meeting one Trustee shall be elected to fill a three-year term of office as set forth in Article IV, Section 1. Those elected shall take office immediately upon the conclusion of the election. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 10 days after the election.

SECTION 3 NOMINATIONS: No person may be a candidate in a club election who has not been nominated. During the month of August, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of who shall be a member of the Board. The Secretary shall immediately notify the committee person and 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 October 1st.

1. The Committee shall nominate one candidate for each office and one candidate for the Trustee position on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report each member shall receive notification in writing of the candidates so nominated. This shall be no later than 5 days prior to the November club meeting.
3. Additional nominations may be made at the November club meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed. Also if the proposed candidate is not in attendance at this meeting, his/her nominator shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate for the office to which he/she is nominated. 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 among those members who have not accepted a nomination of the Nominating Committee.
4. Nominations cannot be made at the annual meeting or in any manner other than provided in this Section.

SECTION 4 ELECTIONS: The candidate for each office receiving the greatest number of votes shall be declared elected. The one trustee receiving the greatest number of votes shall be declared elected.

SECTION 5 VOTING: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any club meeting at which he/she is present with a signed membership. Proxy votes will not be permitted. Family memberships are entitled to a maximum of two (2) votes only, and only for family members 18 years of age and older.

ARTICLE VI COMMITTEES

At appropriate times during each official year, the Board shall appoint the following committees:

1. Show Committee, which will be in charge of and responsible for all phases of the club's all-breed shows, subject, however, to the final authorization of the Board.
2. Match Committee, which will be in charge of and responsible for all phases of the club's sanctioned matches but subject, however, to the final authorization of the Board.
3. Training Director, which will be in charge of and responsible for all phases of the club's training program including the conduct of all training classes, subject, however, to the final authority of the Board.
4. Auditing Committee, which shall consist of a minimum of three members. The committee shall examine the records of the Treasurer during the last month of each fiscal year and report its findings to the club at the annual meeting.
5. Publicity Committee, which shall be in charge of and responsible for all phases of publicity.
6. Historian, who shall maintain a scrapbook of all club activities and information. Said scrapbook shall be at all club activities, meetings, and special events.
7. Paw Prints, editor shall be in charge of and responsible for the regular issuance of Paw Prints, the official club newsletter. The Paw Prints editor will adhere to the guidelines set by the Board and the Board must approve any deviations from these guidelines.
8. Such other committees as shall be considered desirable.

Any committee appointment may be terminated by a majority vote of the Board members present at a board meeting or regular club meeting. The Secretary will provide written notice of such action to the appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII DISCIPLINE

SECTION 1 AMERICAN KENNEL CLUB SUSPENION: Any member who is suspended 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 all misconduct prejudicial to the best interests of the Club. Written charges 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 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 8 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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/she 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 complainant and defendant, the Board may by 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 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 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 15 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her 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 in his/her own behalf if he/she wishes. The membership shall then vote by printed ballot 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 so voted, the Board's suspension shall stand.

ARTICLE VIII 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 Secretary and signed by twenty percent 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 Secretary for a vote within three weeks of the date when the Secretary received the petition.

SECTION 2 Voting on proposed amendments shall be at the first regular or special club meeting following the notification period provided for in Section 3 of this Article.

SECTION 3 The Constitution and By Laws may be amended by a 2/3 vote of the members present 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 ember at least two weeks prior to the date of the meeting.

ARTICLE IX DISSOLUTION

DISSOLUTION: The club may be dissolved at any time by the written consent of at least 3/4 of the members present at a meeting called to address dissolution. Written notification of such meeting will be sent to all club members in good standing at least 15 days prior to the meeting. In the event of the dissolution of the club, (whether voluntary or involuntary or by operation of law) none of the property belonging to 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 distributed to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X 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:

1. Roll Call
2. Minutes of the last meeting
3. Report of the Board of Directors
4. Report of the President
5. Report of the Secretary
6. Report of the Treasurer
7. Report of Committees
8. Stand and Brag
9. Unfinished business
10. New business
11. Introduction of new members
12. Election (at annual meeting)
13. 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:

1. Minutes of last meeting.
2. Report of the Secretary.
3. Report of the Treasure.
4. Reports of the Committees.
5. Unfinished Business.
6. New Business.
7. Adjournment.