

Constitution and Bylaws as approved 4\_24\_07

Revisions to become effective 3\_01\_2020

Constitution

## ARTICLE I

### Name and Purpose

SECTION 1. The name of the club shall be the Tri-Star Kennel Club of Williamson County, Tennessee, Inc.

SECTION 2. The Purpose of the club shall be:

- a) To further the advancement of all breeds of purebred dogs
- b) To do all in its power to protect and advance the interests of dog shows and to encourage sportsmanlike competition at such events and
- c) To conduct sanctioned matches and dog shows under the Rules and Regulations of The American Kennel Club.
- d) To provide education to members and to the general public.

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 1

#### Membership

SECTION 1. Eligibility. There shall be five 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.

Membership categories are as below:

- a) CHARTER: Those present and participating in the initial establishment of the club who enjoy all club privileges including the right to vote and hold office.
- b) REGULAR: One individual who enjoys all club privileges including the right to vote and hold office.
- c) HOUSEHOLD: Two individuals living in the same household, who enjoy all club privileges, including one vote each and the right to hold office. Any other person(s) eighteen years of age and older, living in said household, must maintain regular individual membership.

d) HONORARY: Open to individuals who have made significant contributions in purebred dogs. Such persons shall pay no dues and are ineligible to vote and hold office.

e) LIFETIME: Open to individuals who have donated a number of years of active service to this club upon recommendation by the board and a vote of the membership. Such persons shall pay no dues but are eligible to vote and hold office.

JUNIORS: Open to persons seventeen years of age and under. Such individuals shall pay no dues ,may not vote or hold office but may automatically convert to regular membership upon reaching the age of eighteen, providing the person's dues are current and there are no disciplinary actions affect the person.

SECTION 2. Dues. Membership dues shall not exceed \$50.00 per year for Charter or Regular memberships, payable on or before the 1st day of July of each year. Membership dues shall not exceed \$50 per year, for a Household membership. Junior membership dues shall not exceed \$25 per year, which may be waived with service time to the club. No member may vote whose dues are not paid for the current year. During the month of April the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to membership. Each applicant for membership shall attend 1 meeting before consideration of application for membership. Each applicant 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 bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant 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. Applications are to be filed with the Recording Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application shall be voted upon with a quorum of 20% of members in good standing and affirmative votes of 2/3 of the members present and voting by secret ballot at the meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply with 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 are incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically be terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year, however, the board may grant an additional 30 days of 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 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.

SECTION 5. I. Return of Property. In the event that any member of the Tri-Star Kennel Club of Williamson County resigns or is expelled, such member shall have sixty (60) days in which to return any and all Club property, including but not limited to computers, ring equipment, or any other property. In the event that the former member fails to act in accordance with the above-stated agreed upon requirement, such former

member shall be liable for sanctions within the American Kennel Club, including costs of the property and legal costs resulting from the collection thereon, including reasonable attorney's fees.

## ARTICLE II

### Meetings and Voting

SECTION 1. Club Meetings. Meetings of the club shall be held each month with the exception of July, and December in the Greater Williamson County Area, Tennessee at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed/emailed by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent 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 Williamson County Area, Tennessee at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed/emailed by the Corresponding Secretary at least five days and not more than 15 days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors shall be held Six (6) times per year in Greater Williamson County, Tennessee area at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed/emailed by the Corresponding Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

The Board may hold meetings via teleconference or videoconference.

SECTION 4. Special Board Meetings. Special meetings of the board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in Greater Williamson County, Tennessee area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed/emailed by the Corresponding Secretary at least five days and not more than 10 days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

The Board may hold meetings via teleconference or videoconference.

SECTION 4. 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 officers and 5 other persons, all of whom shall be members in good standing and all of whom shall be elected for office at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. The President, Recording Secretary and 3 board members shall be elected on even numbered years for a two-year term. The Vice President, Corresponding Secretary, Treasurer and 2 board members shall be elected on odd numbered years for a two-year term. 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, 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 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 Recording Secretary shall have charge of keeping 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, keep a roll of the members of the club with their addresses, publish the minutes of all meetings, and carry out such other duties as are prescribed in these bylaws.

(d) The Corresponding Secretary shall have charge of the correspondence of the club, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and file applications, reports and other correspondence pertaining to show and match show events.

(e) The Treasurer shall have charge of collecting and receiving 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 be at all times open to the inspection of the board and a report shall be given at every meeting on the condition of the club's finances and every item or 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 as the board of directors shall determine.

Section 3. Attendance. Accepting nomination and election to the board indicates a readiness to attend board and membership meetings and fully participate in the club's activities. In the event of unavoidable absence, the president or another officer should be notified.

A board member who misses three consecutive meetings in a fiscal year may, at the discretion of the board, be considered to have resigned his or her position.

SECTION 4. Vacancies. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election 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 June and end on the last day of May. 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 May, 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 with 30 days after the election.

See Article 1 section 5

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 3 nominated candidates (in even numbered years) and the 2 nominated candidates (in odd numbered years) for other positions on the board that receive the greatest number of votes for such positions shall be elected.

SECTION 4. Nominations. No person may be a candidate in a club election who has not been nominated. 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. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before April 15.

(a) The committee shall nominate one candidate for each office and board position open to election and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, at least two weeks before the May meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the May meeting by any member in attendance, provided the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

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

#### ARTICLE V

##### Committees

SECTION 1. The board may appoint each year standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields that 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 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 \$100, 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. 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 that 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 for a hearing by the board not less than three weeks nor more than six weeks thereafter. 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 brings 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 the complainant 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 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 Recording Secretary. The Corresponding 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 of 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 finding and recommendation, and shall 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 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 of directors 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 of directors 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 the petition was received by the Recording Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for this 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.

## 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 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 given to a charitable organization for the benefit of dogs selected by the board of directors.

## 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

Minutes of last meeting read by Recording Secretary

Report of President

Report of Corresponding Secretary

Report of Treasurer

Reports of Committees

Election of officers and board (at annual 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 majority vote of those present, shall be as follows:

Reading of minutes of last meeting by the Recording Secretary

Report of Corresponding Secretary

Report of Treasurer

Reports of committees

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.

SUBMITTED FOR CONSIDERATION

18 February 2020

*Tim McCormack*

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Tim McCormack

Vice President TSKCW