

The Fargo-Moorhead Kennel Club, Inc.
By-Laws

Article I – Name and Objective

Section 1. The name of the Club shall be The Fargo-Moorhead Kennel Club, Inc.

Section 2. Its objectives shall be:

- a. To further the advancement of the breed of pure-bred dogs.
- b. To do all in its power to protect and advance the interests of pure-bred dogs and encourage the responsible breeding practices on the part of all its members.
- c. To conduct sanction matches, dog shows, obedience trials and agility trials under the rules of the American Kennel Club, and to encourage sportsmanlike competition at the dog shows, obedience trials and agility trials.
- d. To educate the public in proper care and treatment of their dogs and other animals.

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 insure 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 By-Laws as may be required to carry out these objectives.

Article II – Offices

The principle offices of the Club shall be located in, or within the vicinity of the cities of Fargo, North Dakota or Moorhead, Minnesota. The Club may have such other offices either within or without the state of North Dakota, as the Board of Directors may determine.

The Club shall have and continuously maintain in the state of North Dakota a registered office, and a registered agent whose office is identical with such registered office, as required by the North Dakota Non-Profit Corporation Act. The registered office may be, not need not be, identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III – Membership

Section 1. Eligibility. There shall be four classes of membership. 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.

- a. Individual and Joint (two members in one family) regular memberships are open to persons 18 years of age and older, who are in good standing with the American Kennel Club and subscribe to the purpose of the Club. Such members shall have full voting rights as prescribed herein. In the case of a Joint membership, each of the two individuals shall have a separate vote.
- b. Individual Associate membership shall enjoy full membership privileges with the exception of voting and holding elected offices.
- c. Individual Junior memberships are open to persons 12 years of age through 17 years of age, who are in good standing with the American Kennel Club and subscribe to the purposes of the Club. Junior membership shall enjoy full membership privileges with the exception of voting and holding elected offices. Upon reaching their eighteenth birthday, a Junior member in good standing shall achieve regular membership automatically. Their regular membership shall terminate if they fail to pay regular membership dues by the following September 1, as provided in Section 2, below.

Section 2. Membership Dues. Annual dues MAY NOT EXCEED:

- a. For Individual Regular membership - \$35.00 and for Joint Regular membership - \$50.00
- b. For Individual Association membership - \$35.00
- c. For Junior membership - \$10.00 for an individual and \$5.00 for each additional Junior member in one family.

Dues shall be payable on or before the first of September each year. During the month of August, the Treasurer shall notify current members of dues for the ensuing year. No member may vote whose dues are not paid for the current year.

Section 3. Election to Membership

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these By-Laws and the rules of the American Kennel Club. The application shall state the name, address and phone number of the applicant and it shall carry the endorsement of two members unrelated to the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.
- b. All applications are to be filed with the 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 will be voted upon and affirmation votes of $\frac{3}{4}$ of the voting members present at the meeting shall be required to elect the applicant. Applications for membership who have been rejected by the Club may not re-apply within six months after such rejection.
- c. Members elected after May first, shall be credited with payment of dues through the next fiscal year.

Section 4. Termination of Membership. Membership may be terminated:

- a. 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 and obligations are considered a debt to the Club and are incurred on the first day of the fiscal year, except for members elected after May first of the same year.
- b. By lapsing. When dues remain unpaid for 60 days after the first day of the fiscal year, the Treasurer shall notify the member that the delinquency will be brought before the Board of Directors for action unless payment is received in 30 days. The Board may declare the membership terminated or may grant an additional 60 days grace in meritorious cases.
- c. By expulsion. A member may be terminated by expulsion as provided in Article VIII, Section 4 of these By-Laws.

Article IV – Meetings

Section 1. Club Meetings. Meetings of the Club shall be held in or within the vicinity of the cities of Fargo or Moorhead at such dates and times as the Board of Directors shall designate. Notice of such meetings shall be made by the Secretary. The quorum for such meetings shall be 20% of the voting membership present. Club written communications can be through letter, mail or electronic posting.

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 meeting or special meeting of the Board and shall be called by the Secretary upon receipt of a written petition submitted by five members of the Club who are in good standing. Such Special Meetings shall be held in (or within 25 miles of) the cities of Fargo or Moorhead at such time, 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 made by the Secretary at least five days and not more than ten 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 20% of the voting members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held on or within the vicinity of the cities of Fargo or Moorhead when designated by the President or a quorum of the Board. Board meetings shall be held not less than once each quarter. The quorum shall consist of a majority of the Board.

Section 4. Special Board Meetings. Special Board meetings may be called by the President, and shall be called by the Secretary upon receipt of a written notice submitted by at least four members of the Board. Such special meeting shall be held at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Notice of such a meeting shall be made by the Secretary at least five days and not more than ten 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 meeting shall be a majority of the Board.

Section 5. Voting. Each voting 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 V – Directors and Officers

Section 1. Board of Directors. The Board of Directors shall be composed of six members of whom three shall be elected each year at the Club's annual meeting to serve for a two year term 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 Officers, consisting of the President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors by a majority vote of those present and voting at a Board of Directors meeting to be held prior to the next regular Club meeting after the annual meeting. Term of office shall be for one year. No officer shall hold the same office for more than three consecutive terms. Officers 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 serve for one year and may not serve more than three consecutive one-year terms. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally associated with the office of President in addition to those specified by these By-Laws.
- b. The Vice President shall serve for one year and may not serve for more than three consecutive one-year terms. The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity.
- c. The Secretary shall serve for one year and may not serve for more than three consecutive one-year terms. The Secretary shall keep a record of all meetings of the Club and the Board of Directors, of all notes and of all matters of which a record shall be ordered by the Club. The Secretary shall have the charge of correspondence, notifying members of meetings, notifying Directors of their election to the office, notifying new members of their election to membership, notifying committee members of their appointment, keep roll call of all Club Members and their addresses, and carry out other such duties as are prescribed by these By-Laws and as directed by the Board.
- d. The Treasurer shall serve for one year and may not serve for more than three consecutive one-year terms. The Treasurer shall collect and receive all monies due and belonging to the Club and shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and shall report to the Board every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

The Club's books shall be audited once each year by a committee designated by the Board.

Section 3. 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 of President shall be filled automatically by the Vice President and the resulting vacancy of the office of Vice President shall be filled by the Board.

Section 4. Removal of Officers or Directors. Officers or Directors are subject to the same disciplinary action as outlined in Article VIII, Section 4 of these By-Laws.

Article VI – The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of October and will end on the 30th day of September. The Club's official year shall begin at the conclusion of the annual meeting and shall continue through the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of October, at which time Directors shall be elected by secret written ballot from among those nominated in accordance with Section 5 of this Article. They will take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn over to their successor in office all property and records relating to that office within thirty (30) days after the election.

Section 3. Proxies. Proxy voting will not be permitted at any Club meeting or election.

Section 4. Elections. The nomination candidate receiving the greatest number of votes shall be declared elected.

Section 5. Nomination. No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee persons of their selection. The Board shall name a Chairman of the committee and it shall be their duty to call a committee meeting which shall be held on or before August 20.

- a. The committee shall nominate three candidates for election to the Board of Directors and immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall notify each Club member in writing of the candidate's nomination.
- c. Any person so nominated who refuses to be a candidate for the post to which they have been nominated shall notify the Secretary in writing within ten days of the date of the Secretary's letter of notification.
- d. Immediately after the expiration of the period to which the nominees may so decline the nomination, the Secretary shall notify each member of the committee that notice of such declination has been received.
- e. Additional nominations may be made at the September 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 this meeting, their proposer shall present to the Secretary a written statement from the proposed candidate signifying their willingness to be a candidate. The additional nominations which are proved therein may be made only from among those members who were not nominated by the Nominating Committee. However, no person who has declined the committee's nomination may be nominated at the September meeting to the Board of Directors.
- f. Nominations cannot be made at the annual meeting in any manner other than as provided in this section.

Article VII – Committees and/no Chairman

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 appointed 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 VIII – 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 the 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 Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly provide a written 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, 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 no less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses.

Section 3. Board Hearing. The Board shall have complete authority to decide whether council 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, 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 the punishment is insufficient, it may also recommend to the membership that the penalty is expulsion. In such case, the suspension shall not restrict the defendant's right to appear before 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 out 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 for expulsion. The defendant shall have the privilege of appearing on their own behalf, although 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 their own behalf if they wish. The membership shall then vote by secret ballot on the proposed expulsion. A 2/3rd vote of those voting members present and voting at the meeting shall be necessary for the expulsion. If expulsion is not voted, the Board's suspension shall stand.

Article IX – Order of Business

Section 1. At the meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

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| 1. Roll Call | 5. Report of the Treasurer | 9. Unfinished Business |
| 2. Minutes of the last meeting | 6. Reports of Committees | 10. New Business |
| 3. Report of the President | 7. Election of the Board (Annual mtg) | 11. Adjournment |
| 4. Report of the Secretary | 8. Election of new members | |

Section 2. At the meetings of the Board of Directors, the order of business, unless otherwise directed by a majority of voting members present shall be as follows:

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| 1. Minutes of the last meeting | 5. Unfinished Business | 7. New Business |
| 2. Report of the Secretary | 6. Election of Officers (at the first meeting of the newly elected Board in October of each year) | 8. Adjournment |
| 3. Report of the Treasurer | | |
| 4. Reports of Committees | | |

Section 3. In all situations that are not provided for in the law, the Club’s Articles of Incorporation, or By-Laws, the current edition of “Roberts Rules of Order” governs this Club in all parliamentary situations.

Article X – Amendments

Section 1. Amendments to the constitutions and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) of the voting members in good standing. Amendments proposed by such a petition shall promptly be considered by the Board of Directors and must be submitted to the members with a recommendation of the Board by the Secretary for a vote within three months of the day when the petition was received by the Secretary.

Section 2. The Constitution and By-Laws may be amended by a 2/3rd vote of the voting 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 provided in writing to each member at least two weeks prior to the date of the meeting.

Article XI – Dissolution

Section 1. The Club may be dissolved at any time, according to provision of the North Dakota Non-Profit Act.

Section 2. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3rds of voting members. In the event of the dissolution of the Club other than for the purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of neither the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After the 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 XII – Miscellaneous

Section 1. Gifts. Any gifts of assets or earnings to charitable or civic organizations shall be approved by a majority vote of the voting members in good standing present at a meeting in which a quorum is present.

Revised: August 24, 1999 August 9, 2005 January 10, 2006 October 14, 2008