

Revised May 29, 2019

## **TANANA VALLEY KENNEL CLUB INC. BYLAWS**

These By-Laws amended May 29, 2019

### **ARTICLE I. NAME AND OBJECTIVES**

#### **SEC. 1. NAME**

The name of this organization shall be the Tanana Valley Kennel Club, Incorporated.

#### **SEC. 2. PURPOSES**

The objectives and purposes of this organization shall be:

- A. To further the advancement of all breeds of purebred dogs.
- B. To conduct dog shows, field trials, obedience trials, tracking tests, agility events, and sanctioned matches under the rules of the American Kennel Club.
- C. To do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage sportsmanlike competition at dogs shows, field trials, obedience and agility trials, and tracking tests.
- D. To provide educational opportunities to the public on all aspects of dog ownership.

### **ARTICLE II. MEMBERSHIP AND DUES**

#### **SEC. 1 MEMBERSHIP**

There shall be two types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Tanana Valley Kennel Club, Inc. 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 the Fourth Judicial District of the State of Alaska. The term "Member" will hereafter refer to all members regardless of type.

##### **A Regular Membership: (voting privileges)**

- i. Must be 18 years or older
- ii. Must submit a completed application agreeing to abide by the most recent TVKC Articles of incorporation and Bylaws, and the rules of The American Kennel Club
- iii. Must pay in full annual dues as determined by the Board of Directors

Membership will be in effect upon completion of a membership application and payment receipt of dues by mail or at any Tanana Valley Kennel Club event.

##### **B. Junior Membership: (No voting privileges)**

~Open to all persons under the age of eighteen (18)

Revised May 29, 2019

## SEC 2. NOTIFICATION TO MEMBERSHIP

Announcements, forms, questionnaires and other communication as required by this document may be transmitted either by the U. S. Postal Service or by such electronic method as directed by the Board of Directors.

## SEC. 3. DUES

Annual membership dues shall be set at a rate determined by the membership to keep pace with the current cost of living factors. Memberships shall be at a single rate, household rate, and junior membership rate. The membership year shall run from September 1 to August 31.

## SEC. 4. NOTICE OF DUES

During the month of July of each year, the membership shall be notified that dues are payable prior to the September meeting. No member may vote at the annual meeting whose dues for the upcoming membership year have not been paid.

## SEC. 6. TERMINATION OF MEMBERSHIP

Membership may be terminated as follows:

- A. By written resignation.
- B. By lapsing for non-payment of dues.
- C. By expulsion as provided by Article VII of these By-Laws.
- D. By falling out of good standing with the American Kennel Club.

## **ARTICLE III. MEMBERSHIP MEETINGS**

### SEC. 1. ANNUAL MEETING.

The annual meeting of the members shall be held on the first Wednesday of September at such a time and place within the Fairbanks North Star Borough as designated by the Board of Directors. The annual meeting is a regular meeting.

### SEC. 2. REGULAR MEETINGS

In addition to the Annual Meeting there will be at least four regular meetings to be held at such a time and place within the Fairbanks North Star Borough as designated by the Board of Directors.

### SEC. 3. SPECIAL MEETINGS.

Special meetings of the members may be called by the President, by a majority vote of the Board of Directors, or by the Secretary upon receipt of a petition signed by five (5) regular members of the Club. Such meetings shall be held in the Fairbanks North Star Borough at such hour and place as shall be designated by the notice.

### SEC. 4. WRITTEN NOTICE.

Written notice of annual and special meetings shall be provided to members not less than five (5) nor more than fifteen (15) days before the date of such meeting, and the purpose or purposes of the special meeting shall be given in the notice.

Revised May 29, 2019

#### SEC. 5. QUORUM.

A quorum at any meeting of the members shall consist of at least ten percent (10%) of the total regular membership. A majority of such quorum shall decide any question that may properly come before the membership. A quorum must be present in order to conduct club business.

#### SEC. 6. ANNUAL MEETING ORDER OF BUSINESS.

The order of business at the annual meeting and as far as possible at all other meetings of the members shall be:

- A. Call to order
- B. Reading and approval of any unapproved minutes
- C. Report of the Board
- D. Report of the President
- E. Report of the Treasurer
- F. Report of the Committees
- G. Election of Directors
- H. Unfinished Business
- I. New Business
- J. Adjournment

#### SEC. 7. ELECTION.

The election of the Board of Directors, both Officers and Members at Large, shall be held at the September annual meeting of the members. Four Directors shall be elected in even numbered years and five Directors in odd numbered years. They shall take office immediately upon the conclusion of the meeting at which they were elected 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.

The President, Second Vice-President, Corresponding Secretary, and one Director at Large for Hospitality shall be elected in even numbered years and the First Vice-President, Recording Secretary, Treasurer, and two Directors at Large for Publicity and Electronic Communications in the odd numbered years.

### **ARTICLE IV. BOARD OF DIRECTORS**

The business and affairs of the Club shall be managed by its Board of Directors.

#### SEC. 1. NUMBER.

The number of Directors of the Corporation shall not be less than seven (7) nor more than nine (9). The Officers shall be elected annually by the membership at the annual (September) meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in a manner hereinafter provided. All Directors shall be regular members and residents of the Fairbanks North Star Borough at the time of election and during their term. The Board of Directors may appoint interim members as needed to fill vacancies until a membership election can be held.

Revised May 29, 2019

## SEC. 2. DUTIES

The Board of Directors shall handle the general management and control of all the property, business and concerns of the Club; they shall define and limit the powers and duties of all committees, officers, agents, and employees of the company not otherwise provided for by these By-Laws.

## SEC. 3. TERM LIMITS

Members may serve as Directors for no more than four consecutive years. Members having served for four consecutive years may be re-elected to the Board after a one year period. The time served by a member elected to fill an interim Board of Directors vacancy shall not count towards the four (4)-year term limit.

## SEC. 4. CONFLICT OF INTEREST

Directors should avoid conflict of interest and disclose any potential conflict to the Board.

A. Directors shall act solely for the benefit of the Tanana Valley Kennel Club.

B. A Director's personal interests or conflicts that may arise from family relationships, business interests, volunteer positions, or obligations to employers should not compromise the Director's judgment.

C. Where a conflict of interest is identified, the Director should abstain from discussion or votes on the matter.

## SEC. 5. VACANCIES.

Vacancies in the Board of Directors, caused by resignation or otherwise, except as provided by law, may be filled for the unexpired term of office by a majority vote of all the regular members of the Club at its first regular meeting following the creation of such vacancy. The Board of Directors, if necessary, may appoint a member to fill a vacancy as a non-voting position, until the next regular meeting.

## SEC. 6. ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held immediately after the adjournment of each annual membership meeting.

## SEC. 7. MEETINGS.

Meetings of the Board of Directors for the transaction of any and all business shall be held at such a time and place within the Fairbanks North Star Borough as the Board itself may elect and may be called at any time by either the President or Secretary or any two members of the Board. Notice of each Board meeting shall be given to the membership by the Secretary at least twenty-four (24) hours prior to the time of the meeting. Meetings will be open to the membership in accordance with Robert's Rules (See Article XI.)

## SEC. 8. QUORUM.

The quorum for all meetings of the Board of Directors shall be a simple majority of the Directors.

## SEC. 9. ORDER OF BUSINESS.

The order of business at any meeting of the Board of Directors shall be:

A. Membership agenda items.

B. Approval of the minutes of the last meeting.

Revised May 29, 2019

- C. Report of the Treasurer.
- D. Reports of officers and committees.
- E. Unfinished business.
- F. New business.
- G. Adjournment.

#### SEC. 10. REMOVAL OF A DIRECTOR.

The procedure to remove a Director from the Board is as follows:

- A. A recall vote can be initiated by either:
  - 1. A two-thirds (2/3) vote of the Board of Directors, or
  - 2. A two-thirds (2/3) vote of the regular members at a regular General meeting.
- B. A recall vote having been initiated, a notice shall be submitted to all regular members, stating: A proposal has been made to remove < Name of Board Member > from the Board by majority vote at the next regular or special meeting.
- C. The Director is removed by a simple majority vote of the regular membership at the next regular or special meeting.

### **ARTICLE V. OFFICERS AND DIRECTORS AT LARGE**

#### SEC. 1. OFFICERS

The Officers shall consist of the President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. All officers must be selected from among the Directors. Director(s) at Large will include two positions, Electronic Communications and Publicity, and may include up to one additional position, Hospitality.

#### SEC. 2. NOMINATING COMMITTEE

A Nominating Committee consisting of a minimum of three (3) members, not more than one of whom may be a member of the Board, will be appointed by the Board by the May regular meeting. The Corresponding Secretary shall immediately notify the Committee members of their selection. The Board shall name a chairperson for the Committee and it shall be such person's duty to call a Committee meeting. The Committee shall nominate at least one candidate for each office or director position open, and after securing the consent of each person so nominated, shall submit a report to the Recording Secretary along with any known conflicts of interest before the September meeting. Additional nominations may be made from the floor at the annual meeting.

#### SEC. 3. DUTIES OF THE PRESIDENT

The President shall preside at all meetings, have general supervision of the Affairs of the Club, shall sign or counter-sign all instruments required by the Board of Directors, shall make such reports to the Directors and members as he or she may deem necessary or as may be required of him or her, and perform all such other duties as are incident to this office or are properly required of him or her by the Board of Directors. The President is the chief financial officer of the Club and has oversight responsibility for all Club financial matters.

#### SEC. 4. DUTIES OF THE FIRST VICE-PRESIDENT

The First Vice-President shall exercise all of the functions of the President in the absence or disability of the President, and other duties as directed by the Board of Directors. The First Vice-President will be responsible for all classes offered by the Club except where a committee is in place to do so such as agility and tracking (See Art. VI,

Revised May 29, 2019

Standing Committees). Other responsibilities include but are not limited to AKC sanctioned matches, and for arranging presentations at meetings. The First Vice-President shall complete other duties as directed by the Board of Directors.

#### SEC. 5. DUTIES OF THE SECOND VICE-PRESIDENT

The Second Vice-President shall exercise the functions of the President in the absence or disability of the President and First Vice-President. The Second Vice-President is responsible for member services that include keeping a roll of members with their addresses, maintaining attendance records as required, introducing new members, and providing new members with appropriate documents. The Second Vice-President shall complete other duties as directed by the Board of Directors.

#### SEC. 6. DUTIES OF THE RECORDING SECRETARY

The Recording Secretary shall issue notices of all meetings of the members and Directors, shall keep the minutes, including attendance records, publicly post the minutes as appropriate, and maintain the Club insurance policy. The Recording Secretary shall have charge of the seal and corporate books, shall sign, with the President, such instruments as require signature, and shall make such reports and perform such duties as are incidental to his or her office, or are properly required of him or her by the Board of Directors or the President. The Recording Secretary shall update the Policies and Procedures in time for the annual meeting.

#### SEC. 7. DUTIES OF THE CORRESPONDING SECRETARY

The Corresponding Secretary shall serve as the information officer for the Club and be responsible for the preparation, reception including picking up the mail in a timely manner, and distribution of all club correspondence. The Corresponding Secretary shall assist the Recording Secretary in his or her duties as needed.

#### SEC. 8. DUTIES OF THE TREASURER

The Treasurer shall oversee the collection and receipt of all monies due or belonging to the Club. He or she shall oversee the deposits of the same in a bank satisfactory to the Board, in the name of the Club. The Treasurer shall see to the paying of bills in the ordinary course of business as needed. The Treasurer is responsible to verify that all account books are current and open to inspection of the Board. He or she shall report at every meeting a detailed Treasurer's report including a profit and loss statement. A detailed monthly Treasurer's report shall be submitted to the President and Recording Secretary for record keeping. He or she shall perform all duties incident to the office or as are properly required by the Board of Directors.

#### SEC. 9. DUTIES OF THE DIRECTOR AT LARGE – PUBLICITY

The Director publicizes TVKC events, publishes a newsletter at regular intervals and disseminates the newsletter to the membership, and serves as one of the administrators for TVKC social media sites.

#### SEC. 10. DUTIES OF THE DIRECTOR AT LARGE – ELECTRONIC COMMUNICATIONS

The Director sends out electronic messages to the entire TVKC membership when requested to do so. Communicates all requests for changes and updates to the TVKC web site and serves as one of the administrators for TVKC social media sites.

Revised May 29, 2019

## SEC. 11. DUTIES OF THE DIRECTOR AT LARGE – HOSPITALITY

The Director may send cards, flowers, or gifts whenever a Club member is hospitalized, has been subject to an accident or illness, or experiences a death in the immediate family. He or she shall plan the TVKC summer picnic and Christmas party.

## ARTICLE VI. STANDING COMMITTEES

### SEC. 1. COMMITTEES

The Board shall appoint all of the following standing committee chairs. The President shall appoint ad hoc or special committees as needed.

- A. May All Breed Dog Show(s) and Trials Committee
- B. General Education Classes Committee (i.e. Obedience, Rally, Conformation)
- C. Tracking Committee
- D. Agility Committee.

### SEC. 2. TERMINATION

Any committee appointment may be terminated by majority vote of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

## ARTICLE VII. DISCIPLINE

### SEC. 1. SUSPENSION.

Any person who is suspended from the privileges of the American Kennel Club is automatically suspended from the privileges of the Tanana Valley Kennel Club for a like period.

### SEC. 2. CHARGES

Any member may bring charges against another member for alleged misconduct prejudicial to the best interest of the Club or purebred dogs. Written charges with the specifications must be filed in duplicate with the Recording Secretary together with a deposit of ten dollars (\$ 10.00) which shall be forfeited if such charges are not sustained. The Recording Secretary shall promptly forward copies of the charges to each member of the Board which shall meet and fix a date for a Board hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and advising the defendant that he/she may personally appear in his/her own defense and bring witnesses if he/she wishes.

### SEC. 3. BOARD HEARING

The Board shall have complete authority to determine whether counsel for either complainant or defendant may attend the hearing, but both complainant and defendant, by certified mail, shall be treated uniformly in that regard. The Board may, after hearing all the evidence and testimony presented by either or both the complainant and defendant, make a determination as to whether or not the charges have been sustained. It may, by a majority vote of the entire Board, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. In addition, the Board may also

Revised May 29, 2019

recommend to the members that the defendant be expelled. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the meeting of the members at which the Board's recommendation for expulsion be considered.

All findings and conclusions of the Board shall be in writing and the original document shall be filed with the Recording Secretary. Copies of the findings and conclusions shall be mailed to both the complainant and defendant.

#### **SEC. 4. EXPULSION**

Expulsion of a member from the Club may be accomplished only at a regular meeting following a Board hearing and upon the Board's recommendation as provided in SEC. 3 of this Article. Such meeting shall be no less than thirty (30) days and no more than sixty (60) days after the date of the filing of the Board's findings and conclusions with the Recording Secretary. The defendant shall have the privilege of appearing on his or her own behalf, though no evidence or testimony other than the defendant's own remarks may be taken at this meeting. The President shall read the charges and the Board's findings and conclusions and invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The regular members shall then vote by secret written ballot on the recommendation of the Board regarding expulsion; a "yes" ballot voting in favor of expulsion, and a "no" ballot against expulsion. A two-thirds (2/3) vote of the regular members present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand and the member reinstated by the passage of time; provided, however, that to regain membership, he must comply with the provision of Article II, SEC. I.

### **ARTICLE VIII. FINANCIAL**

#### **SEC. 1. NON PROFIT CORPORATION**

The Tanana Valley Kennel Club is a nonprofit corporation under Alaska State Statute AS 10.20 Alaska Nonprofit Corporation Act and Federal 501(c)(4).

#### **SEC. 2. FISCAL YEAR.**

The fiscal year of the corporation shall begin on the first (1<sup>st</sup>) day of October and end on the thirtieth (30<sup>th</sup>) day of September each year.

#### **SEC. 3. FISCAL OFFICERS:**

The President and Treasurer shall serve as the fiscal officers and be responsible for all financial transactions of the Club.

#### **SEC. 4. INTERNAL AUDIT COMMITTEE**

An Internal Audit committee of at least three members will be appointed by the President and ratified by the Board by the October Board meeting. The committee shall report the status of all Club accounts to the Board prior to the November meeting. The committee shall also prepare and present reports as requested by the President or Board.

Revised May 29, 2019

**SEC. 5 COMMITTEES HAVING FISCAL AUTHORITY:**

The committees below shall submit an annual operating budget for approval as part of the annual budget process. Within the approved budget, or upon special approval from the Board or membership, committees shall have authority to commit and spend funds and to generate and accept income within the limits of the areas they represent.

May All Breed Dog Show(s) and Trials Committee

Tracking Committee

Agility Committee

General Education Classes Committee (i.e. Obedience, Rally, Conformation)

Each committee shall prepare an annual report of its activities with financial accounting to be presented to the membership.

**SEC. 6. SPECIAL BUDGET AUTHORITY**

The Board or the general membership may grant fiscal authority to a Club member for a specified time and for a specified amount to finance a special Club activity (e.g., a seminar) or to make a specified purchase. Such expenditure and income shall be the responsibility of the President as chief financial officer using funds from the general Club treasury. Reference the Club's Policies and Procedures for guidelines on specific spending limits.

**SEC. 7. FINANCIAL REPORT**

The Board shall prepare a detailed financial report of the previous year and a financial plan for the forthcoming year and present it to the membership at the November meeting.

**ARTICLE IX. DISSOLUTION**

The corporation may be dissolved only in accordance with State Law. In the event of dissolution all Club property will be sold and all Club monies distributed to dog related charities as directed by the remaining members.

**ARTICLE X. AMENDMENT**

Amendments to the bylaws may be proposed by any member, committee, or the board, at which time the Board will appoint a committee to research the issue and report back to the Board. All members shall receive advance notice of proposed amendments, along with rationale, at least two weeks prior to final action. Proposed amendments will be submitted to the Secretary to be sent out with regular/special meeting announcements. A two-thirds majority vote of members present is required for adoption.

**ARTICLE XI. PARLIAMENTARY AUTHORITY**

The Club will reference the current edition of "Robert's Rules of Order, Newly Revised," in cases in 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.