

VACATIONLAND DOG CLUB, INC.

BY-LAWS

2002

AMENDED FEBRUARY 2011

ARTICLE I

Membership

Section 1. Eligibility. There shall be three (3) types of membership designated as follows:

REGULAR MEMBERSHIP- Open to all persons eighteen years of age or older. Shall be afforded all privileges and benefits of this organization.

JOINT MEMBERSHIP- Open to members of the same household. Shall be afforded all privileges and benefits of this organization. Joint membership requires that both adult members maintain residence in the same household. In the event this requirement is not met, renewal membership shall be denied, but instead each member shall be required to renew as a regular member. Rules for regular membership shall apply.

JUNIOR MEMBERSHIP- Open to those under 18 years of age. Shall be afforded all privileges of the Club, except the right to vote or hold office.

Section 2. Dues. Annual dues shall be an amount determined by the membership and shall be due and payable on or before the first day of January of each fiscal year. Notification shall be published in the Club newsletter two consecutive months prior, namely November and December.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and shall be presented to the Correspondence Secretary, with a non-refundable application fee as determined by the membership, for presentation to the Board of Directors at the next scheduled meeting. The Board will review each application so presented and submit it to the general membership. The next reading of the application shall be at the next regular general membership meeting. At this time, the application will be discussed prior to being voted on. An affirmative two-thirds (2/3) majority vote of members present shall be required to elect an applicant to membership. Each application shall be accompanied by a remittance of one year's dues. Junior membership application shall be processed in the same manner as regular membership applications. A yearly membership list shall be sent to all members in good standing.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

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

a. By Resignation. Any member in good standing may resign from the Club upon written notice to the Correspondence Secretary.

b. By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year except, however, such membership shall not lapse when a member is absent from the country. In the latter instance, retention as a member shall be to the

discretion of the membership taken by a majority vote of such membership. Payment of delinquent dues automatically shall reinstate a member for the balance of the current year.

c. By Expulsion. A membership may be terminated by expulsion as provided in Article IV of these by-laws.

ARTICLE II

Meetings and Voting

Section 1. Club Meetings. Regular meetings of the Club shall be held in the Greater Portland area on the third Wednesday of each month, except for the months of July and August, at such hour and place as the Board of Directors may designate. A quorum for each such meeting shall be 20% of members in good standing who are present. Written notice shall be mailed at least ten days prior to the date of each regular meeting. The newsletter shall serve as the meeting's notice. The newsletter must be sent via first class mail or email, except in such cases where a newsletter is not printed, the Recording Secretary shall mail or email a notice of the meeting to each member at least 5 days prior to the meeting.

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 of Directors. Such special meetings shall be held within the Greater Portland area 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 mailed or emailed by the Recording 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. No other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing who are present.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held at least six times per year in the Greater Portland area at such time and place as may be designated by the Board. The Recording Secretary shall mail or email written notice of such meeting at least 5 days prior to each meeting. The quorum for such a meeting shall be a majority of the Board and the act of the majority of those shall be the act of the Board.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the President or shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the Greater Portland area at such place, hour and date as may be designated by the person authorized herein to call such meeting. Notification of such meeting shall be by the Recording Secretary. Due to the apparent necessity for such a meeting, there shall be no time period stated for notification of such meeting. Any such notice shall state the purpose of the meeting and no other business may be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting.

a. 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/she is present.

b. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

Section 1. Board of Directors. The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Correspondence Secretary, Treasurer, and six other persons for a total of eleven (11) on the Board, all of whom shall be members in good standing and all of whom shall be elected for a term of one year, except three directors, other than officers of the Club, shall be elected for a term of two years. The retiring President shall automatically become a non-voting member of the Board of Directors for a term of one year. If the President is elected to succeed him/herself, then a Director shall be elected in his/her stead for a term of one year. All Directors shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors and their powers and duties shall include, but not be limited by, the following:

- a. To exercise general control and supervision of all activities and policies of the Club.
- b. To review all expenditures and ensure that no indebtedness is incurred beyond the current assets of the Club.
- c. To have the Treasurer's books and accounts audited annually or more often if necessary.
- d. To secure a bond for the Treasurer within the discretion of the Board.

In the absence of the President, the Vice President shall serve as Chairman of the Board of Directors.

Section 2. Officers. The Club's officers, consisting of President, Vice President, Recording Secretary, Correspondence Secretary and Treasurer, shall serve in their respective capacities 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 the Board and shall have the duties and powers normally appurtenant to the office President in addition to those particularly specified by these By-Laws.
- 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 keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office and other duties as are prescribed by these By-Laws.
- d. The Correspondence Secretary shall have and exercise the duties of membership chairman (i.e. accept membership applications and collect monies pertinent to membership to be turned over to the Treasurer) and keep a roll of the members of the Club with their addresses, phone numbers and email addresses. The Correspondence Secretary will have charge of the correspondence and shall also have the duties and exercise the powers of the Recording Secretary in the event of that Secretary's death, absence or incapacity.
- e. The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit them in the Club's name in such bank as shall be designated by the Board of Directors. The Treasurer's books shall at all times be open to inspection by the membership and he/she shall report to them at each regular meeting on the condition of the Club's finances and every item of receipt or payment no before reported. At the annual meeting, he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

f. The Delegate shall attend meetings of the American Kennel Club and inform the members of Vacationland Dog Club of upcoming issues and proposals. The Delegate will be entrusted to represent, voice and vote the opinions, views and choices declared by the general agreement of the members of Vacationland dog Club.

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 in the office of President shall be filled automatically by the Vice President. The resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

Club Year, Annual Meeting 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.

Section 2. Annual Meeting. The annual meeting shall be held in the month of December at which time officers and directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 3 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 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 September, 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 Recording Secretary shall immediately notify the Committee and alternates of their selection. The Board shall name a chairman for the Committee and it shall be his/her duty to call a Committee meeting, which shall be held on or before October 1st.

a. The committee shall nominate one candidate for each office and for Delegate (who may but need not be an officer or director of the Club) and for positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nomination to the Recording Secretary in writing.

b. Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify the membership of the slate of candidates so nominated. Such notification shall be sent to each member via the Club's November newsletter.

c. Additional nominations may be made at the November meeting by any member in attendance provided that 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, his/her nominator shall present to the Recording Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position with the exception of the position of Delegate.

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

Section 4. Elections. The nominated candidate receiving the greatest number of votes for each office and for positions on the Board shall be declared elected.

Section 5. Terms. No person shall be eligible for more than two (2) consecutive terms in the same elective office, excepting the Recording Secretary, Correspondence Secretary and the Treasurer.

ARTICLE V

Committees

Section 1. The President, with the advice of the Board, may each year appoint standing committees to advance the work of the Club in such matters as dog shows, tests, obedience trials, trophies, annual prizes 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 President to aid him/her 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 the Vacationland Dog Club, Inc. 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 \$10.00 which shall be forfeited if the Board, following a hearing, does not sustain such charges. The Recording 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 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 for a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Recording 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/her 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 a majority vote of those present and voting, suspend the defendant from all privileges of the Club for not more than one year from the date of the hearing. And, if it deems that punishment insufficient, the Board 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/her fellow Club members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording 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 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 President shall read the charges and the Board's findings and recommendation and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The membership shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) majority 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 unless its decision to suspend is overridden by a two-thirds (2/3) majority vote of those members present and voting.

ARTICLE VII

Amendments

Section 1. Amendments to the Constitution and/or By-Laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by twenty percent (20%) 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 recommendation of the Board by the Recording Secretary for a vote within four (4) weeks of the date when the Recording Secretary received the petition.

Section 2. The Constitution and/or By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose provided the proposed amendments have been mailed to each member at least two (2) weeks prior to the date of the meeting.

Section 3. No amendments of the Constitution and/or By-Laws that is adopted by the Club shall become effective until they have been approved by the American Kennel Club.

ARTICLE VIII

Dissolution

The Club may be dissolved at any time by the written consent of not less than three-fourths (3/4) 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, any assets remaining after payment of all liabilities shall be distributed to one or more charitable organizations described in Section 501 c 3 of the Internal Revenue Code of 1954 exempt from tax under Section 501 a of the Internal Revenue Code of 1954 and fulfilling the requirements of qualification as a valid recipient of charitable contributions as prescribed in Section 170 c of the Internal Revenue Code or 1954 in such proportions and amounts as the Board of Directors of the corporation shall determine for the benefit of dogs.

ARTICLE IX

Order of Business

The order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Meetings of the Club

- a. Meeting called to order
- b. Minutes of the last regular meeting
- c. Minutes of the last Board of Directors meeting
- d. Recording Secretary's report
- e. Treasurer's report
- f. Presentation of submitted bills
- g. Corresponding Secretary's report
- h. Committee reports
- i. Election of Officers and Board members
(at annual meeting)
- j. Election of new members
- k. Unfinished business
- l. New business
- m. Adjournment

Meetings of the Board of Directors

- a. Reading of minutes of last meeting
- b. Recording Secretary's report
- c. Treasurer's report
- d. Corresponding Secretary's report
- e. Committee reports
- f. Unfinished business
- g. New Business
- h. Adjournment

Respectfully Submitted,