

AKITA CLUB OF PUGET SOUND Constitution

Section 1. The name of the club shall be the Akita Club of Puget Sound (ACPS).

Section 2. The purpose of the club shall be:

(a) To encourage and promote the continued improvement in the quality of health, temperment, and structure and soundness in the breeding of purebred Akitas;

(b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Akita shall be judged;

(c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, performance and companion events, or other events approved by the American Kennel Club for which Akitas are eligible;

(d) To conduct sanctioned matches, specialty shows, and/or performance & companion events under the Rules and Regulations of the American Kennel Club or other events approved by The American Kennel Club for which Akitas are eligible;

(e) To disseminate accurate information about the Akita specifically and dog care in general and to educate the general public.

Section 3. The club shall not be operated or conducted for profit. Upon the dissolution or winding up of the ACPS, its assets remaining after payment or provision for payment of all debts and liabilities of the ACPS shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for either charitable or social welfare purposes for the benefit of Akitas, including Akita health, rescue, and legislation affecting the Akita, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) as applicable.

Section 4. The members of the club shall adopt and from time to time revise such by-laws as may be required to carry out these objectives.

AKITA CLUB OF PUGET SOUND

By-Laws

Article 1 Membership

Section 1. *Eligibility:* There shall be four types of membership 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 breeders and exhibitors in its immediate area.

(a) Active membership; permitted to vote and hold office.

(b) Family membership; permitted two adult members with one voice each and can hold office.

(c) Associate memberships; have no vote and can not hold office, and do not count in determination of the quorum. The option of becoming an active member will be automatic with the payment of full yearly dues and attending two meetings. At that time the associate member may request full membership status.

(d) Honorary members shall be appointed by recommendation of one member, seconded by another member, and by a majority vote of the members in attendance. Honorary membership status may be conferred upon an individual who shall have rendered notable service to the ACPS. An honorary member shall be entitled to all the privileges of membership except voting and holding office. Honorary members' dues shall be waived.

Section 2. *Dues:* Membership dues shall be set by the Board of Directors by November 15 each year, and become effective January 1 of the following year. Dues shall be for a one-year period commencing January 1 of each year, and are due and payable on or before January 31. In any year when the Board has not changed the dues by November 15, the dues from the previous year shall continue in effect. On or before January 1, the Treasurer shall send all members a statement of their dues for the ensuing year. The dues must be returned to the Treasurer and postmarked on or before February 28 of the dues year or the membership will be lapsed and terminated; however, the Board may grant up to an additional thirty (30) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid as of February 28 be entitled to vote at any ACPS meeting.

Section 3. Election to Membership: Each applicant for membership shall apply on a form approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and by-laws of the ACPS and the rules of The American Kennel Club. The application shall state the name, address, and occupation of applicant and shall carry the endorsement of two members in good standing residing in separate households accompanying the application. The prospective member shall submit dues payment for the current year with the application. 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 affirmative votes of a majority of the members in good standing who are present and voting at that meeting shall be required to elect the applicant. Potential applicants may attend two meetings prior to submitting application for membership with the ACPS; however, applicants shall not attend the meeting in which the votes are cast for approving his/her membership. If the applicant's membership is approved, the secretary shall write a letter advising the applicant of membership status. Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection.

Section 4. Termination of Membership: Memberships may be terminated

- (a) by expulsion; a membership may be terminated by expulsion as provided in Article 6 of these by-laws.
- (b) by lapsing; a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after February 28; however, the Board may grant up to an additional thirty (30) days of grace as noted in Section 2 above.
- (c) by resignation; any member in good standing may resign from the ACPS upon written notice to the secretary.

Section 5. As used in these Bylaws, the term "member in good standing" shall mean 1) member who has not been suspended in accordance with the procedures outlines in Article 6 (Discipline) of these Bylaws, or 2) a member who is not delinquent in the payment of dues or other sums owed to the ACPS, or 3) a member who is not suspended by The American Kennel Club or Akita Club of America, Inc.

Article 2 Meetings

Section 1. Meetings of the club shall be held in the greater Puget Sound area in each odd-numbered month (January, March, May, July, September, and November) at such place, date, and time as may

be designated by the board of directors. Written notice of each such meeting shall be mailed or electronically communicated by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing and permitted to vote.

- Section 2. *Special Club Meetings:* Special club meetings may be called by the President or a majority vote of the members of the board; and shall be called 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 greater Puget Sound area at such place, date, and time as may be designated by the person authorized herein to call such meetings. Notice of such meetings shall be mailed or electronically communicated by the Secretary at least 5 days and no 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 20% of the members in good standing and permitted to vote. (Family and Active memberships only).
- Section 3. *Board Meetings.* Meetings of the board of directors may be held as necessary in the greater Puget Sound area at such place, date, and time as may be designated by the board. Written or electronically communicated notice of each such meeting shall be made by the secretary at least 5 days prior to the date of the 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; and shall be called by the 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 Puget Sound area at such place, date, and time as may be designated by the person authorized herein to call such meetings. Written notice shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or electronically communicated notice shall be filed 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 therein. A quorum of such a meeting shall be a majority of the board.
- Section 5. *Voting.* Each member in good standing and permitted to vote 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. Proxy and absentee voting will not be permitted at any club meeting or election.

Article 3
Directors and Officers

- Section 1. *Board of Directors.* The board shall be comprised of the President, Vice-president, Secretary, Treasurer, Historian, two at-large board members, and one alternate at-large board member, all of whom shall be members in good standing, and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article 4 and shall serve until their successors are elected.
- Section 2. *Officers.* The club's officers, consisting of the president, vice-president, secretary, treasurer, and historian shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.
- a. President: 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 by-laws.
 - b. Vice-president: The vice-president shall have the duties and exercise the powers of the president in case of the president's death, absence, or incapacity; and shall serve as chair of the show committee
 - c. Secretary: The secretary shall keep a record of all meetings of this club and of the board and of all matters of which a record shall be ordered by the club. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed by these by-laws.
 - d. Treasurer: The treasurer shall collect and have custody of all monies due or belonging to the club, and is responsible for keeping a proper account of these funds by depositing same in a bank designated by the board in the name of the club. The books shall be at all times open for inspection of the board, and he or she shall report to them and club members present at every meeting the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting, he or she shall render an account of all monies received and expended during the previous year. The treasurer shall be responsible for complying with all state and federal licensing and tax laws applicable to the club. The treasurer may be bonded, fees to be paid out of club funds.

- e. Historian: The historian shall be responsible for maintaining a book on the club's activities, as well as activities involving the Akita with other clubs, together with other items of interest to the Akita fancier.

Section 3. *Vacancies.* Any vacancies occurring on the Board among the officers or directors during the year shall be filled for the remainder of the unfinished term by a majority vote of the remaining members of the Board, 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 4 Club Year, Annual Meeting, Elections

Section 1. The club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The elected officers and directors shall take office immediately after January 1, and each retiring officer shall turn over to his successor in office all properties and records relating to that office by January 10.

Section 2. *Voting.* Each active member in good standing and permitted to vote shall be entitled to cast one vote on issues presented at meetings. Said member must be present at the meeting to vote on any issue. Voting by proxy or absentee voting shall not be permitted.

Section 3. *Annual Election.* The annual election of officers shall be held in the month of November at which officers and directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 5 of this article. They shall take office January 1, and each retiring officer shall turn over to his successor in office all properties and records relating to that office by January 10.

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

Section 5. *Nominations.* No person may be a candidate in a club election who has not been nominated.

Nominations may be made at the September 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, his/her proposer shall present to the secretary a mailed or electronically communicated statement signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.

- d. Nominations cannot be made at the annual election of officers in November or in any manner other than provided in this section.

Article 5 Committees

- Section 1. The Board may each year appoint standing committees to advance the work of the club in such matters as specialty 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 appointee 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 6 Discipline

- Section 1. *American Kennel Club suspension.* Any member who is suspended from privileges of The American Kennel Club automatically shall be suspended from this club for a like period, which shall run either concurrently or consecutively.
- Section 2. *Charges.* Any member in good standing may bring charges against a member for alleged misconduct prejudicial to the best interest of the club or the breed. Written charges with specifications and evidence must be filed in duplicate with the secretary. 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 consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or of the breed. If the Board finds by a majority vote of the entire Board that the charges do not allege conduct which would be prejudicial to the best interests of the club or of the breed, it may refuse to entertain jurisdiction. If the Board by a majority vote of the entire Board entertains jurisdiction of the charges, the secretary shall promptly send one copy of the charges each to the accused member and the member bringing the charges by certified mail together with a request for a written response from both members regarding the circumstances of the charge. Both responses must be received by the secretary within 30 days of the date of of receipt by certified mail.
- Section 3. *Board Hearing.* The board shall have complete authority to determine if the charges are a civil matter to be referred to the courts, but both complainant

and defendant shall be treated uniformly in that regard. Should the charges be sustained after receipt of all the written information 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/her 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 30 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 invite the defendant if present to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those members in good standing and permitted to vote shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

Article 7 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 signed by 20% of the membership in good standing and permitted to vote. 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 (3) months of the date when the petition was received by the secretary.

Section 2. The constitution and 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 included in the notice of the meeting and mailed or electronically communicated to each member at least two weeks prior to the date of the meeting.

Article 8
Dissolution

- Section 1. *Dissolution.* The club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members in good standing. 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 selected by the board of directors for the benefit of Akitas, including Akita health, rescue and legislation affecting the Akita.

Article 9
Order of Business

- Section 1. At meetings of the club, the order of business, insofar as the character and nature of the meeting may permit, shall be as follows:
- Roll Call
 - Minutes of Last Meeting
 - Report of President
 - Report of 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 or those present, shall be as follows:
- Reading of Minutes of Last Meeting
 - Report of Secretary
 - Report of Treasurer
 - Reports of Committees
 - Unfinished Business
 - New Business
 - Adjournment

Article 10
Miscellaneous Provisions

SECTION 2. *Insurance.* The ACPS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

SECTION 3. *Maintenance of club records.* This club shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members; and
- (c) A record of each member's name, address, and class of membership.