

**CONSTITUTION & BYLAWS FOR
THE FOX VALLEY UNITED DOG CLUB**

CONSTITUTION

Article I. Association Name. This association shall be known as the Fox Valley United Dog Club, hereinafter also referred to as “the Association.”

Article II. Objectives. The objectives of the Association shall be: to promote responsible dog ownership, to encourage ethical breeding practices, and to hold U.K.C. licensed events.

Article III. Association Profits. The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall benefit any member or individual.

Article IV. Rules For Licensed Events. All licensed events sponsored by the Association will be run in accordance with the rules, policies, and procedures of the United Kennel Club.

Article V. No individual or group of individuals known to: promote, support, raise dogs for fighting; knowingly sell, give or trade dogs that will be used for fighting; condone or be associated with the facing off, game testing, rolling or pitting; will be tolerated or allowed membership in this association. Such individuals will be banned from all U.K.C. events and clubs, with no reinstatement at any time.

Article VI. Revisions. The members of the Association shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

Article I. Membership.

Section 1. Eligibility. There shall be 3 types of membership open to any person who subscribes to the purposes and objectives of the Association, agrees to abide by the Association Code of Ethics, and is in good standing with U.K.C.

Section 2. Types of membership.

Section 2.1. Single membership. Open to members 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Association.

Section 2.2. Charter membership. Single members who joined the Association on or before June 1, 2005 shall be entitled to the designation "Charter Member." Charter members are entitled to one vote and are eligible to hold office in the Association. Charter members are listed alphabetically by last name and are as follows: Denise Cwiok, Glen Kepner, Linda Kepner, Sue Kepner, Ken Ochalla, Mary Jo Ochalla, Don Smidt, & Dori Stadler.

Section 2.3. Junior membership. Junior membership is open to any individual who is eight to seventeen years of age. Juniors may convert to Single membership upon reaching their 18th birthday. Junior members shall not be entitled to vote nor eligible to hold office, but shall be eligible for annual trophies or awards offered by or through the Association.

Section 3. Dues

Section 3.1. Amount. Annual membership dues shall be determined by the Board of Directors not to exceed \$20 per person per year.

Section 3.2. Payment of dues. Dues are payable on or before the first day of January of each year.

Section 3.3. Dues statement. On November 15th of each year, the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 3.4. Nonpayment of dues. No member may vote whose dues are not paid for the current year. The names of members who have not paid their dues shall be published in the first Association newsletter published after January 1st of each year. The membership of any member who has not paid his/her dues by March 31st of any calendar year shall lapse. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension.

Section 4. Application for membership. Each applicant for membership in the Association shall apply on a Board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution, Bylaws and Code of Ethics of the Association and the rules and regulations of the United Kennel Club. The prospective member shall submit the completed application and dues payment for the current year to the Secretary, at which time the applicant's membership shall become effective.

Section 5. Termination Of Membership. Memberships may be terminated for any of the following reasons:

Section 7.1. Resignation. Any member in good standing may resign from the Association upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Association. Dues are considered an obligation to the Association and are incurred the first day of each fiscal year.

Section 7.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 31st. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of the meeting. Dues paid at such a meeting allow that member reinstatement of voting rights.

Section 7.3. Suspension. Any member who is suspended or barred from the privileges of the United Kennel Club is automatically suspended or barred from the privileges of membership in the Association for the same period of time.

Section 7.4. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Article II. Association Year.

Section 1. Fiscal Year. The Association's fiscal year shall begin on the 1st day of January and end on the last day of December.

Section 2. Official Year. The Association'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.

Article III. Meetings.

Section 1. Regular meetings. The Association shall hold regular meetings bi-monthly (with the exception of the month of June) on the second Tuesday of the following months: February, April, August, October, and December. Written notice of the time, place and location of this meeting shall be printed in the newsletter of the Association and shall be mailed not later than 15 days prior to the meeting. If the meeting is cancelled due to natural disaster, terrorist attacks, or inclement weather, an online discussion will be held in its place but no voting will take place. See Section 6.1 on Association Discussions.

Section 2. Annual meeting. The annual meeting of the Association shall be held at such time and place as may be designated by the Board of Directors on the second Tuesday of June. Written notice of the time, place and location of this meeting shall be printed in the newsletter of the Association and shall be mailed not later than 15 days prior to the meeting, an email will also be sent to the membership with notification of this meeting. The quorum for this and all other Association membership meetings shall be 20 percent of the members in good standing.

Section 3. Special Association meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the

Association who are in good standing. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Association business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 4. Board meetings. The first meeting of the Board shall be held immediately following the annual Association meeting and election. Meetings of the Association Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine by resolution of the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 15 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 5. Special Board meetings. Special meetings of the Board may be called by the Association President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Secretary shall mail written notice of such meeting at least 30 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. The quorum for such a meeting shall be a majority of the Board.

Section 6. Conducting Association business via electronic communication. Association and Board members may use e-mail, chat rooms, message boards and other means of electronic communication to facilitate Association business.

Section 6.1. Association discussions.

a. Notice. Written notice of Association on-line discussions shall be mailed or e-mailed to all Association members in good standing by the Secretary at least 14 days and not more than 30 days prior to the scheduled discussion.

Notice shall include:

1. A designated e-mail list, chat room or message board with instructions how to access the list, room or message board;
2. The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place. No other Association business shall be discussed.

b. Quorum. No quorum shall be required for Association discussions.

c. Voting. No vote may be taken on any motion.

d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 6.2. Regular Board discussions. A majority of the Board may designate a regular date, time and e-mail list, chat room or message board for Board discussions.

a. Notice. These regular discussions may be held without notice but the President shall publish an agenda at the beginning of each discussion. Roll call. The Secretary will take a roll call at the beginning of each designated meeting period.

b. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.

c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.

d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 6.3. Special Board discussions. Special Board discussions may be called by the Association President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special discussion shall be held at such date and time and in such electronic format (e-mail list, chat room or message board) as may be designated by the person authorized to call for such a discussion.

a. Notice. The Secretary shall mail or e-mail written notice of such meeting at least 14 days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted thereat.

b. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.

c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.

d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the

message board, copying e-mail from the list, or by taking notes of the discussion.

Section 7. Voting. Each Association member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting at which the member is present or by ballot. Proxy voting shall not be permitted.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of the Officers and 2 directors, all of whom shall be members in good standing and all of whom shall be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as a voting member of the board for a period of one year automatically. General management of the Association's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the Association shall serve for one year or until their successors are elected. No person may hold more than one office per term. The other members of the Board of Directors shall be elected for two-year terms so staggered that one-half are elected at each annual meeting. Any director who misses two board meetings within an Association year shall be removed from the Board of Directors, unless a majority of the board members present and voting at the meeting from which the director is absent for the second time votes to excuse one or both of the absences.

Section 3. Officers. The Association's Officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the board and its meetings. All Officers must be in good standing with the United Kennel Club.

Section 3.1. President. The President shall preside at all meetings of the Association and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws.

Section 3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary. The Secretary shall keep a written record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, including but not limited to:

- a. Notifying members of meetings and events;
- b. Notifying new members of their election to membership;
- c. Keeping a roll of the members of the Association with their addresses, phone numbers, and e-mail;
- d. Accept membership applications and issue membership cards;
- e. Preparing, printing, and mailing official Association ballots;
- f. Notifying Officers and Directors of their election to office;
- g. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; and
- h. Carrying out other such duties as are prescribed in these bylaws.

Section 3.4. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Association. Moneys shall be deposited in a bank designated by the board, in the name of the Association. The books shall at all times be accurate, up to date, and open to inspection by the board. A report shall be given at every meeting of the condition of the Association's finances and every item of 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. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Association shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Vacancies. Any vacancies occurring on the Board or among the offices 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 resulting vacancy in the office of Vice President shall be filled by the board.

Section 5. Compensation. The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Annual Election. The election of Officers and directors shall be conducted by secret written ballot, except that if no nominations are received by the Secretary as provided in Article V, Section 2.4, no ballot will be necessary. In this case, the persons selected by the Nominating Committee will be declared elected by the Secretary at the annual meeting of the Association. If additional nominations have been made as provided in Article V, Section 2.4, the Chairperson of the Tally Committee shall report the results of the election at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the board shall be declared elected.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2.1 Nominating Committee. Before November 15th, the Board shall select a Nominating Committee, consisting of three members and one alternate, all members in good standing, none of which shall be a member of the current Board of Directors. The board shall name one member of the committee to serve as Chairperson, who shall be responsible for setting times and dates for Committee meetings and for reporting results to the Association Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within 10 days.

Section 2.2. Tally Committee. At the same time it selects a Nominating Committee, or immediately before submitting a proposed amendment to the Constitution or Bylaws to the Secretary, the Board of Directors shall select three Association members, living within reasonable driving distance of one another, to serve as the Tally Committee, in the event that it becomes necessary to hold an

election or vote on a proposed amendment to the Constitution and Bylaws, and count ballots. The board shall name one member of this committee as Chairperson, who shall receive all mail-in ballots and who shall report the results of the election to the Association Secretary.

Section 2.3. Candidates. The Nominating Committee shall nominate from among the eligible members of the Association, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The Committee should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position. The Committee shall submit its slate of candidates to the Secretary not later than January 15th. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before February 1st, so that members may make additional nominations, if they so desire.

Section 2.4. Additional Nominations. Additional nominations of eligible members may be made by written petition signed by ten percent of the Association members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before March 15th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position.

- a. If no valid additional nominations are received by the Secretary on or before March 15th, the Nominating Committee's slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.
- b. If one or more valid nominations are received by the Secretary on or before March 15th, the Secretary shall mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with the March/April newsletter.

Section 2.5. Counting The Ballots. Ballots must be returned by U.S. mail or by email to the Chairperson of the Tally Committee not later than May 1st. Ballots postmarked after that date shall be invalid. The Chairperson shall set a meeting time for the Tally Committee as soon as practicable after May 1st and a place convenient to all committee members, at which meeting the committee shall count the ballots. The Chairperson shall report the election results to the Association Secretary not later than June 1st. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them for one year as part of the Association's official records.

Section 2.6. Election Results. Election results will be announced by the Secretary at the annual meeting of the Association.

Section 2.7. Change of Officers and Board Members. The newly-elected Officers and board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and board member shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Section 2. Loans. No loan shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Association Treasurer, or such agent or employee of the Association and in such a manner as shall from time to time be determined by the board.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Association or to aid the board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

Section 1. United Kennel Club Suspension. Any member who is suspended from the privileges of the United Kennel Club shall be automatically suspended from the privileges of this Association 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 Association or the breed. 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 send a 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 interests of the Association or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board 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 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 respondent 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 respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority

vote of those present suspend the respondent from all privileges of the Association for not more than six months from the date of the hearing. If the Board 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 respondent's right to appear before his fellow members at the ensuing Association meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding 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 Association may be accomplished only at the annual meeting of the Association following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written 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 suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the 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 the recommendations of the board by the Secretary for a vote at the time of the annual election subsequent to the date when the petition was received by the Secretary.

Section 2. Notifying members of Proposed Amendments. Proposed amendments must be published in the Association's newsletter or mailed to each member along with the recommendations of the board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with the Association's newsletter. The same ballot form may be used for proposed amendments as for the annual election of Officers and board members.

Section 3. Voting Procedures. Proposed amendments to the constitution and bylaws may be included on the same ballot used for the annual election of board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

Section 4. U.K.C. Approval. No amendment to the constitution and bylaws that is adopted by the Association shall become effective until it has been approved by U.K.C.

Article X. Dissolution. The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of

the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

Article XI. Order of Business.

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

- Roll Call (sign in sheet will be circulated at beginning of meeting)
- Minutes of last meeting
- Report of President
- Report of Secretary
 - Membership Report
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

Section 2. Board Meetings. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article XII. Parliamentary Authority. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Association 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 Association may adopt.

Article XIII. Certification. We hereby certify that the foregoing Constitution and Bylaws, consisting of 11 pages, including this page, constitute the Bylaws of the Association, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on the 11th day of October, 2005.

Linda Kepner, PRESIDENT

Date

Dori Stadler, VICE PRESIDENT

Date

Sue Kepner, SECRETARY

Date

Glen Kepner, TREASURER

Date