

CONSTITUTION/BYLAWS FOR  
THE WANDERING CANINE

CONSTITUTION

Article I. Association Name. This association shall be known as The Wandering Canine, 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 throughout the country.

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 III. Association Profits. The Association shall be conducted or operated for profit, and workers at club events will be compensated for their time and effort given to the Association.

Article IV. Incorporation. The Association shall be incorporated as a Limited Liability Corporation in the state of Michigan for tax purposes.

Article V. 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 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, 2010 shall be entitled to the designation "Charter Member."

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 18<sup>th</sup> 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 2.4. Member duties. All members are required to work at a minimum of one event per fiscal year. Any member unable to fulfill this requirement must pay dues for membership the following year.

#### 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. Any member who works at 1 or more events in one fiscal year will have the dues waived for the following 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 15<sup>th</sup> 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 31<sup>st</sup> 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. Any member who works at 1 or more events in one fiscal year will have the dues waived for the following year.

Section 4. Application for membership. Application for membership is by invitation-only by a current member or a member of the board. Each applicant for membership in the Association shall submit 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 shall be up for approval by the board.

Section 5. Election To Membership. Applicants must be approved by the President or Vice-President of the Association. Once approval is given, the Applicant is considered a member of the Association.

Section 6. Rejected Applications. The sponsor of any applicant whose membership application is rejected by the President and/or Vice President may personally present the application at the next meeting of the Association. The Association membership may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present, in good standing, and voting.

Section 7. 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 31<sup>st</sup>. 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. Any member who works at 1 or more events in one fiscal year will have the dues waived for the following year.

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. Failure to fulfill obligation. Any member who is unable to fulfill their obligation to work at a minimum of one event in each fiscal year must pay dues for membership for the following year or be considered lapsed.

Section 7.5. 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 1<sup>st</sup> 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 annual meeting and shall continue through the next annual meeting.

## Article III. Meetings.

Section 1. Regular meetings. The Association shall hold regular meetings bi-monthly on the second Tuesday of the following months: February, April, August, October, and December. The meeting may be held either in-person or online.

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 Vice-President, and shall be called by the Secretary or President. 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 or emailed by the Secretary or President at least ten (10) 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. 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 (or emailed) by the Secretary or President at least 10 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 two 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 (or email) notice of such meeting at least 10 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 emailed to all Association members in good standing by the Secretary at least 10 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. A vote may be taken on motions by email to the Association President. Voting must be sent via association assigned email only to authenticate voting.

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, email or fax by the Secretary within 1 day of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting. Voting must be sent via association assigned email only to authenticate voting.

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 two 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. Voting must be sent via association assigned email only to authenticate voting.

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.

Section 8. Email. Each Association member will be assigned a unique Association email account to use for all discussions, voting and association business.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of the Association Officers, all of whom shall be members in good standing and all of whom shall be elected or appointed as provided in Article V and shall serve until they resign and/or their successors are elected or appointed. 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 a minimum of one year or until they resign and a new officer is elected or appointed. Any director who misses two board meetings or events 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 or event from which the director is absent for the second time votes to excuse one or both of the absences. There is no maximum term of office.

Section 3. Officers. The Association's Officers, consisting of the President, Vice President, Secretary/Treasurer, and Membership Chairman 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/Treasurer. The Secretary/Treasurer 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, issue membership cards and assign association email id's;
- 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 prescribed in these bylaws.

The Secretary/Treasurer shall also 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 with modest compensation for time or labor and may be compensated for reasonable and necessary expenses.

#### Article V. Elections.

Section 1. Annual Election. The election/appointment of Officers shall be conducted by secret written ballot, except that if no applications are received by the Secretary, no ballot will be necessary. In this case, the persons selected by the current board will be declared elected/appointed by the Secretary at the annual meeting of the Association. If additional applications have been submitted as provided in Article V, Section 2.1, the Chairperson of the Tally Committee shall report the results of the election at the annual meeting. The candidate receiving the greatest number of votes for each office or position on the board shall be declared elected. No election will be held if the current board member does not choose to resign their position and expresses the desire to remain in their position

for the following year in writing by either mail or email prior to March 15<sup>th</sup> of the current year.

Section 2. Application. No person may be a candidate for an office or position on the Board who has not submitted an application to the current board. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section. Applications must be received by March 15<sup>th</sup> of the current year in order to be considered for election or appointment.

Section 2.1 Candidates. The current board shall nominate from among the eligible members of the Association, one candidate for each office and shall procure an application from each nominee. The Committee should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. The Committee shall submit its slate of candidates to the Secretary not later than March 15<sup>th</sup>. The Secretary shall mail/email the list, including the full name of each candidate and the application submitted by the candidate, before April 1<sup>st</sup>, so that members may review the applications for each candidate before voting.

Section 2.2. Additional Applications. Additional applications from eligible members may be submitted, addressed to the Secretary and received at the Secretary's regular address on or before March 15<sup>th</sup>.

- a. If no valid additional Applications are received by the Secretary on or before March 15<sup>th</sup>, the Board'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 Applications are received by the Secretary on or before March 15<sup>th</sup>, the Secretary shall mail to each member in good standing a ballot listing in alphabetical order full name of each candidate and the application submitted by the candidate, by April 15<sup>th</sup>, so that members may review the applications for each candidate before voting. Ballots must be received by the Tally committee/person no less than one week before the Annual Meeting.

Section 2.3. Counting the Ballots. Ballots must be returned by U.S. mail or by email to the Tally Committee/person no less than one week before the Annual Meeting. Ballots received after that date shall be invalid. The Tally Committee/person shall report the

election results to the Association Secretary no later than the day before the Annual Meeting. 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. Voting must be sent via association assigned email only to authenticate voting.

Section 2.4. Election Results. Election results will be announced by the Secretary at the annual meeting of the Association.

Section 2.5. 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, Association President, 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 dog fancy. 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 at any 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 Association President or 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 voted upon by the Board of Directors.

Section 2. Publishing Proposed Amendments. Proposed amendments must be mailed or emailed to the membership with the recommendations of the board. The Secretary shall mail or email to each Board Member in good standing a ballot listing all proposed amendments. Voting must be sent via association assigned email only to authenticate voting.

Section 3. Voting Procedures. Proposed amendments to the constitution and bylaws shall be emailed via official Association Email to the members of the Board. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V. The favorable vote of 2/3 of the Board 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, the property of the Association, half of any proceeds thereof and any assets of the Association shall be distributed to members of the Association, after payment of the debts of the Association, a contribution of the remaining half of the proceeds will be donated 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 (shall be emailed prior to current meeting)
- Report of President
- Report of Secretary
  - Membership Report
  - Treasury Report
- Reports of committees
- Report of 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:

- Reading of minutes of last meeting
- Report of Secretary
  - Treasury Report
- Reports of committees
- Unfinished business
- Election of new members
- New business
- Adjournment

**Article XII. Certification.** We hereby certify that the foregoing Constitution and Bylaws, consisting of 14 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 1<sup>st</sup> day of June, 2010.

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Linda Kepner, President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Sue Kepner, Secretary/Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Dori Stadler, Board Member

\_\_\_\_\_  
Date

\_\_\_\_\_  
Jesse Hatfield, Board Member

\_\_\_\_\_  
Date