

## **Constitution for Michigan Hound Association**

(Which may also be used as Articles of Incorporation with any additions that may be required by state law; or may be included in the bylaws as the first Article, renumbering the other Articles.)

### **Article I - Name and Objects**

**Section 1.** The name of the club shall be: Michigan Hound Association (pending name approval by AKC)

**Section 2.** The objects of the club shall be:

- (A) To encourage and promote quality in the breeding of purebred Hound breeds and to do all possible to bring their natural qualities to perfection.
- (B) To urge members and breeders to accept the standards of these Hound breeds as approved by the American Kennel Club as the only standards of excellence by which Hound breeds are judged.
- (C) To do all in its power to protect and advance the best interest of all Hound breeds, and to encourage sportsmanlike competition at dog shows and other competitive activities approved of or regulated by the club or the American Kennel Club.
- (D) To provide information and education to the public in order to help those who are interested in getting involved with any Hound breed.
- (E) To conduct sanctioned matches, dog shows, field trials and hunting test under the rules and regulations of the American Kennel Club.

**Section 3.** The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

**Section 4.** The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

### **Article II: Membership**

**Section 1.** 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

Eligibility: There shall be three types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

(A) Regular voting membership is open to all persons 18 years or older who are in good standing with the American Kennel Club and who subscribe to the purpose of this club.

(B) Associate membership is open to all persons over 18 years of age, who are in good standing with the American Kennel Club and who subscribe to the purpose of this club. An associate member may not vote nor hold office.

(C) Lifetime: The club may appoint Lifetime members in recognition of outstanding service to a breed and/or in recognition of individuals who have been members for a long period of time. Lifetime members pay no dues but are eligible to vote.

Lifetime members may be nominated either by a means of petition addressed to the secretary signed by five members, or by the majority vote of the board. Nominees shall be notified of their nomination by the club secretary and shall be given the option of accepting or declining the nomination. The names of those accepting the nomination shall be submitted to the club membership for a vote, and lifetime membership shall be granted if the nominee receives affirmative vote of 2/3 of those voting.

**Section 2. Dues.** Membership dues will be reviewed by the board of directors on a yearly basis and only increased when deemed necessary, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the treasurer shall send to each member a statement of dues for the ensuing year.

**Section 3. Election to Membership.** Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

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 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

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:

(a) by resignation. Any member in good standing may resign from the club upon written notice to the secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid (either 30/60/90 days) after the first day of the fiscal year; however, the board may grant an additional (either 30/60/90 days) of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in [Article VI](#) of these bylaws.

## **Article III: Meetings and Voting**

**Section 1. Club Meetings.** Meetings of the club shall be held each month in the greater Detroit/mid-Michigan area, at such hour and place as may be designated by the board of directors. Written notice of

each such meeting shall be mailed by the secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the members in good standing.

**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 who are present and voting at any regular or special meeting 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 Detroit/mid-Michigan 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 a meeting shall be mailed by the secretary at least five days and not 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 10 percent of the members in good standing.

**Section 3. Board Meetings.** Meetings of the board of directors shall be held each month or as required in the greater Detroit/mid-Michigan area at such hour and place as designated by the board. Written notice of each such meeting shall be mailed by the secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be 2/3 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 Detroit/mid-Michigan area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The secretary shall mail written notice of such meetings at least five days and not more than 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 2/3 of the board.

**Section 5. Voting.** 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 is present. Proxy voting will not be permitted at any club meeting or election.

## **Article IV: Directors and Officers**

**Section 1. Board of Directors:** The board shall be comprised of the president, vice president, recording secretary, corresponding secretary, treasurer and three other persons, 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 V](#) and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

**Section 2. Officers.** The club's officers, consisting of the president, vice president, secretary, corresponding secretary and treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

**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 bylaws.

**The Vice President** shall have the duties and exercise the powers of the president in case of the president's death, absence or incapacity.

**The Secretary** shall keep a record of all meetings of the club and of the board and of all matters of

which a record shall be ordered by the club, and carry out such other duties as are prescribed in these bylaws.

**The Corresponding Secretary** 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 in these bylaws.

**The Treasurer** shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club'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. The treasurer shall be bonded in such amount as the board of directors shall determine.

The offices of secretary and treasurer may be held by the same person, in which case the board shall be comprised of four persons.

**Section 3.** 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 the resulting vacancy in the office of vice president shall be filled by the board.

## **Article V: The Club Year, Annual Meeting, Elections**

**Section 1.** Club Year. The club's fiscal year shall begin on the first day of January and end on the last day of December.

The club'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.

**Section 2.** Annual Meeting. The annual meeting shall be held in the month of January, at which time officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

**Section 3.** Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

**Section 4.** 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 secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before October 1.

(a) The committee shall nominate one candidate for each office and positions on the board, after securing the consent of each person so nominated, shall immediately report their nominations to the secretary in writing.

(b) Upon receipt of the nominating committee's report, the secretary shall notify each member in writing of the candidates so nominated, at least two weeks before the November meeting.

(c) Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **Article VI: Committees**

**Section 1.** The board may each year appoint standing committees to advance the work of the club in such matters as dog 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 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 VII: 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 this club 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 secretary together with a deposit of \$50.00, which shall be forfeited if the board, following a hearing, does not sustain such charges. 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 club. If the board considers that the charges do not allege conduct that 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 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 defendant may personally appear in his own defense and bring witnesses if he 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 reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. 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 fellow members at the ensuing club 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 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 own behalf, though no evidence shall be taken at this meeting. The president shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 board's suspension shall stand.

#### **Article VIII: Amendments**

**Section 1.** 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 recommendations of the board by the secretary for a vote within three months of the date when the petition was received by the secretary.

**Section 2.** The constitution and bylaws may be amended by a secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

For a club that is a member of the American Kennel Club, this Article should also have a Section 3 to read as follows:

"No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club."

(since the bylaws of The American Kennel Club require such approval.)

#### **Article IX: Dissolution**

**Section 1.** The club may be dissolved at any time by the written consent of not less than 2/3 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, 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 for the benefit of dogs selected by the board of directors.

## **Article X: Indemnification**

**Section 1.** Each officer and director of the club, now or hereafter in office, shall be and hereby is indemnified by the club against any and all personal liability and expense actually and necessarily incurred by such officer or director in connection with or resulting from and claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (regardless of whether made or instituted by or in the right of the club) or in connection with any appeal relating thereto, in which such officer or director may become involved, as a party or otherwise, or in with which he or she may be threatened, by reason of being, or having been an officer or director of the club, or by reason of any action or omitted by him or her in the capacity as an officer or director.

Without limiting or affecting the scope of the foregoing obligation, each such officer and director shall be fully indemnified and protected by the club in any action or omission to act taken in good faith in accordance with the advice, recommendation or opinion of the attorneys for the club or the accountants employed from time to time to supervise or audit the books and accounts of the club.

No indemnification shall be made with respect to matters as to which any such officer or director shall be finally adjudged to have been dishonest, to have acted fraudulently or to have obtained a personal benefit at the expense of the club in the performance of his or her duties.

The foregoing right of indemnification shall not be exclusive of other rights to which each officer or director may be entitled, and shall be available whether or not such officer is director continues to be an officer or director of the club at the time that any such liabilities and expenses are incurred, paid or satisfied.

If any provision of condition of this article shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provision of this article or these by laws.

**Section 1.** The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club 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 club may adopt.

(The bylaws of a club that is a member of the American Kennel Club should include, without parentheses, the references to delegate, which appear in parentheses.)

## **Article XI: Order of Business**

**Section 1.** The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club 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 club may adopt.

(The bylaws of a club that is a member of The American Kennel Club should include, without parentheses, the references to delegate, which appear in parentheses.)

### **Order of Business**

**Section 2.** At meetings of the club, the order of business, so far 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 3.** 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
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

## **Article XII: Parliamentary Authority**

**Section 1.** The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club 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 club may adopt.