

**BY-LAWS
OF
MANITOWOC COUNTY KENNEL CLUB**

**ARTICLE I
Name**

Section 1.

The name of this organization shall be Manitowoc County Kennel Club, a non-stock, non-profit corporation, organized under Chapter 181 of the Wisconsin Statutes.

Office

Section 2.

The principal office of this organization shall be located at 40 Albert Avenue, Manitowoc, WI 54220.

**ARTICLE II
Purpose**

Section 1.

The purposes for which this corporation is formed are:

- (a) The corporation is organized exclusively for the promotion of social welfare, the membership of which consists of persons in or around Manitowoc County, and the net earnings of which are devoted exclusively to charitable, educational, or recreational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of this corporation includes, but is not limited to, the promotion of breeding and protection and advancing the interest of purebred dogs. To encourage and hold dog shows, exhibitions and sanctioned matches under the rules and regulations of the American Kennel Club.
- (b) To do all and everything necessary, suitable, useful and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth as principal or agent, either along or in association with other individuals, associations, organizations, foundations, political entities or subdivisions, or corporations, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with any of the foregoing

purposes, objectives and powers, or any part or parts thereof, and to do any such acts or things to the same extent as fully as natural persons might or could do.

ARTICLE III **Membership**

Eligibility

Section 1.

Membership shall be open to all persons in good standing with the AKC and who subscribe to the purposes as stated in Article II. Every applicant for membership shall attend the meeting at which the application for membership is made.

Dues

Section 2.

Annual membership dues shall be established by the Board of Directors.

Election to Membership

Section 3.

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 these by-laws 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. Accompanying the application, the prospective member shall submit an Initiation Fee in accordance with current policies and procedures as set by the Board of Directors and 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 by secret ballot and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.

Termination of Membership

Section 4.

Memberships may be terminated:

- a) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day

of the fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in deserving cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.

- b) by expulsion as set forth in Article IX.

Policies and Procedures

Section 5.

Additional membership provisions are set forth in the Policies and Procedures of Manitowoc County Kennel Club which may be amended from time to time in accordance with the procedure set forth therein.

ARTICLE IV **Board of Directors**

Section 1.

The government of this organization shall be vested in the Board of Directors which shall take final action on all major questions of policy and general plans and shall be ultimately responsible for the administration of the corporation.

Composition and Terms

Section 2.

The initial Board of Directors shall consist of the nine individuals named in Article 6 of the Articles of Incorporation. At no time shall there be less than nine members of the Board of Directors and one-third of the Board shall be elected each year by a majority vote of the Board of Directors at an annual meeting called for that purpose. Each member shall serve a three year term with one-third of the members expiring each year.

Vacancies

Section 3.

Any vacancies on the Board shall be filled by a majority vote of the Members and any member so elected shall serve the balance of the unexpired term. A vacancy shall result by resignation, removal, death or an increase in the number of directors prior to the expiration of a term of service. At least one-third of the total membership must be present to constitute a quorum. The Director(s) shall be chosen by the majority in attendance at said meeting; there shall be no proxy votes.

Removal

Section 4.

Any member of the Board of Directors may be removed by a majority vote of a quorum of the general membership at a special meeting called for that purpose.

Resignation

Section 5.

Any member of the Board of Directors may resign from service on the Board after application is made in writing and addressed to the President or Secretary stating on what date and under what terms the resignation is to be effective.

Compensation

Section 6.

There shall not be compensation paid to the Board members either directly or indirectly, however members shall be reimbursed for authorized personal expense made on behalf of the corporation.

ARTICLE V **Officers**

Section 1.

The officers of the corporation shall be President, one or more Vice Presidents, Secretary and Treasurer, and such other officers as the Board of Directors may determine, who shall have such powers, duties and functions as hereinafter provided. Any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President.

Election and Terms

Section 2.

Officers shall be elected by majority vote of the Board of Directors at the annual meeting or any special meeting called for that purpose. All officers shall be elected to hold office until the subsequent annual meeting of the Board or special meeting called for the purpose of electing officers. Officers may be elected to unlimited subsequent terms. Each officer shall continue to serve until their successor is duly elected and qualifies to act.

Duties

Section 3.

(a) **President.** The President shall be the chief executive officer of the corporation; (s)he shall preside at all meetings of the Board; shall be ex-officio member of all committees; shall coordinate and give direction to the activities of the Board; shall be responsible for the management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; shall perform such other duties as are required by the Board.

(b) **Vice President.** During the absence or disability of the President, the Vice President or if there is more than one, the first Vice President shall have all the powers and functions of the President and shall perform the duties of the President and shall perform the duties of the President during the latter's absence. Each Vice President shall perform such other duties as the Board shall prescribe.

(c) **Secretary.** The Secretary shall attend all meetings of the Board; shall keep the minutes of the meetings of the Board; shall record all votes of all proceedings in a book to be kept for that purpose; shall give or cause to be given notice of special meetings of the Board; shall keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner; shall, under the direction of the Board, conduct any official correspondence of the corporation and perform such other duties as may be prescribed by the Board.

(d) **Treasurer.** The Treasurer shall be the custodian of any funds belonging to the corporation; shall be an ex-officio member of the finance committee; shall keep full and accurate accounts of receipts and disbursements in corporate books; shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated from time to time; disburse the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements; and perform such other duties as are given to him by these By-Laws or as from time to time are assigned to him by the Board or President.

Removal

Section 4.

Any officer may be removed by a majority vote at any meeting of the Board of Directors whenever, in the judgment of the Board, the best interest of the corporation will be served thereby.

Compensation

Section 5.

There shall be no compensation paid to officers either directly or indirectly, however they shall be reimbursed for authorized personal expense made on behalf of the corporation.

Vacancies

Section 6.

The Board of Directors may fill vacancies in any office of the corporation at any Board meeting.

Sureties and Bonds

Section 7.

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for his negligence and for the accounting of all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI **Meetings and Voting**

Club Meetings

Section 1.

Club meetings shall be held in or within 25 miles of the city of Manitowoc on the first Wednesday of each month at such hour and place as designated by the Board of Directors. A written notice of monthly meetings shall be posted on the internet site or mailed to those members who provide notice to the organization that they require written notice.

Special Club Meetings

Section 2.

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 (or within 25 miles of) the city of Manitowoc 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 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 10% of the members in good standing.

Board Meetings

Section 3.

Meetings of the Board of Directors shall be held in (or within 25 miles of) the City of Manitowoc in the months of October and May in each year, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the secretary at least 5 days prior to the date of the meeting. In addition, the President may call special meetings of the Board at any time and it shall be his duty to call a special meeting upon the written request of three members of the Board. At least 24 hours mail notice or 8 hours telephone or personal notice of any regular or special meeting shall be given to the Board members, stating the specific time and place for the meeting. With reference to special meetings only, the notice will also state the specific purpose for which the meeting is called.

Quorum

Section 4.

At any Board meeting five (5) directors that are currently serving on the Board of Directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A quorum shall not be deemed to be broken once a meeting has commenced.

Voting

Section 5.

At any Board meeting, voting shall be in person and not by proxy. Each Board member present shall be entitled to one vote on any matter presented to the Board.

Presumption of Assent

Section 6.

At any Board meeting a Director who is present at such meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless (s)he shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Unanimous Consent without Meeting

Section 7.

Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or committee thereof at any meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of the committee then in office.

ARTICLE VII
Club Year, Annual Meeting, Elections

Club Year

Section 1.

The Club's fiscal year shall be as set forth in Article XI, Section 1.

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.

Annual Meeting

Section 2.

The annual meeting shall be held in the month of December at which Officers, and Directors for the ensuing year shall be elected by secret, written 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 his or her successor in office all properties and records relating to that office within 30 days after the election.

Elections

Section 3.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Nominations

Section 4.

No person may be a candidate in a Club election who has not been nominated. During the month of October the Board shall select a nominating committee consisting of three

members. The committee's recommendations will be submitted by the Board to the general membership.

- a) The nominating committee shall nominate one person for each vacant Board position.
- b) Additional nominations may be made at any time prior to the annual meeting, provided the person so nominated accepts, preferably in writing.

ARTICLE VIII **Committees**

Section 1.

The Board of Directors, by resolution adopted by a majority of the directors, may designate such standing and special committees as may be necessary from time to time and such committees shall serve at the pleasure of the Board of Directors. Each committee shall consist of three or more directors elected by the Board of Directors. The following standing committees shall be denominated and have the functions as follows:

- (a) **Finance Committee.** The Finance Committee shall be composed of not less than three members of the Board of Directors. It shall prepare the annual budget and under the direction of the Board of Directors shall supervise the financial affairs of the corporation.
- (b) **Nominating and Membership Committee.** The Nominating and Membership Committee shall be composed of not less than three members of the Board of Directors. It shall give continuing consideration to qualifications for Board membership and shall propose persons for election to the Board.
- (c) **Planning Committee.** The Planning Committee shall be composed of not less than three members of the Board of Directors. It shall continually study public issues as they relate to the purpose of this organization and shall make such recommendations as it may deem necessary for the purpose of improving the services and objectives of the corporation.

Executive Committee

Section 2.

The Executive Committee shall consist of the officers, and the chairpersons of all standing Committees. This Committee shall conduct such business as may be requested by the Board of Directors. Actions of the Executive Committee shall be reported at the next meeting of the Board of Directors. The President of the corporation shall be the chairperson of the Executive Committee.

ARTICLE IX

Discipline

American Kennel Club Suspensions

Section 1.

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.

Charges

Section 2.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the sport (breed). Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 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 Club or breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 5 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 or her own defense and bring witnesses if he or she wishes.

Board Hearing

Section 3.

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, 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 or 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.

Expulsion

Section 4.

Expulsion of a member may only be accomplished 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. The defendant shall have the privilege of appearing in his or 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 shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members present at that meeting 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.

ARTICLE X
Business Regulations

Section 1.

The annual accounting period and the tax year of this corporation shall be the calendar year ending December 31st as defined in the Internal Revenue Code of 1986.

Deposits

Section 2.

Deposits of this organization shall be kept in such financial institutions as the Treasurer may designate.

Checks and Instruments Representing
Debts of the Corporation

Section 3.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors.

Contracts

Section 4.

Contracts of this corporation shall be authorized by the Board of Directors before they shall be executed. Contracts so authorized shall be executed by the President and countersigned by the Secretary.

Indemnification/Liability

Section 5.

Each officer and director of the corporation shall have full rights to indemnification, as well as limited liability for all acts or failures to act as set forth in Chapter 181, Wisconsin Statutes, or any future amendment thereof.

Corporate Seal

Section 6.

The use of the corporate seal is not necessary.

Corporate Books and Records

Section 7.

The corporation shall make available to members of the public upon written request copies of the application filed with all state and federal taxing authorities (including the Internal Revenue Service) for tax exempt status as well as all annual information returns filed with same and any other information as is or as may be requested to provide under Section 6104 Internal Revenue Code of 1986, as amended, and any successor statute.

ARTICLE XI
Amendment of By-Laws

Section 1.

These By-Laws may be amended at any regular or special meeting of the Board of Directors by a vote of two-thirds of the then members of the Board of Directors, provided that previous notice of such proposed amendment(s) shall have been given in the call for said meeting. Further provided, however, that no amendment to Article II relating to the purpose of this organization shall be passed unless the same complies with the tax laws governing the eligibility of charitable organizations.

Effective Date of By-Laws

Section 2.

These By-Laws become effective immediately upon adoption by the Board of Directors for this corporation.

ARTICLE XII

Dissolution

Section 1.

The Club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of dissolution, other than for purposes of reorganization of the Club 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 charitable organization(s) for the benefit of purebred dogs selected by the general members.

Approved and adopted by corporate
resolution _____, 2006.

Karleen Cole, Secretary