

**AMENDED AND RESTATED
BY-LAWS
OF
MANITOWOC COUNTY KENNEL CLUB**

**ARTICLE I
Name and Purpose**

Section 1. The name of the club shall be Manitowoc County Kennel Club (the “Club”).

Section 2. The Club shall conduct any events for which the Club is eligible under the Rules and Regulations of the American Kennel Club. The purpose of the Club is to promote the social welfare, including, without limitation, the welfare of purebred dogs in or around Manitowoc County, Wisconsin. The Club shall also serve as the vehicle to promote breeding and protection and advance the interests of purebred dogs. The Club is organized exclusively for the purpose of promoting social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Code”).”

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 purposes.

**ARTICLE II
Membership**

Section 1 – Eligibility

Membership shall be open to all persons 18 years of age and older who are in good standing with the American Kennel Club, Inc. and who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders and exhibitors in its immediate area.

There shall be four (4) types of membership available:

Individual – enjoys all Club privileges including the right to vote and hold office.

Household – two (2) adult Members residing in the same household, each eligible to vote and hold office.

Junior – open to persons under 18 years of age; a nonvoting and non-office holding membership which shall automatically convert to regular membership at age 18.

Life – For those individuals who have been Members for 20 plus years and have met the requirements of life membership as stated under the Policies and Procedures; Life Members pay no dues but are eligible to vote and hold office.

Definition of Member. The term “Member” or “Members” as used in these Bylaws refers only to Individual Members, Household Members, and Life Members.

Section 2 – Dues

Membership dues may be revised annually by the board of directors but shall not exceed Five Hundred Dollars (\$500.00) per year, 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 December, the secretary shall send to each Member a statement, with payment instructions, of dues for the ensuing year.

Membership dues and fees shall be reviewed annually by the board of directors during the month of September. Any changes shall be communicated with the general membership at least twice prior to any changes approved by the board of directors taking effect.

Section 3 –Election to Membership

Each applicant for membership shall apply on a form or forms as approved by the board of directors. Such applicant shall agree to abide by the rules of the American Kennel Club Inc. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two (2) Members in good standing. Accompanying the application, the prospective member shall remit dues 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. Provided that applicants receive the affirmative vote of two-thirds (2/3) of the Members in attendance, regardless of whether a quorum as provided in Section 2 of Article III present, such applicant may join the Club as a Member.

Applicants who do not receive sufficient votes of the Members may not reapply for six (6) months after the date of the meeting.

Section 4 – Termination of Membership

Memberships may be terminated as set forth herein:

- (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 thirty-one (31) days after the first day of the fiscal year or February 1st; however, the board may grant an additional thirty (30) days of grace to such delinquent Members. 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.
- (c) *by expulsion.* Membership may be terminated by expulsion as provided in Article VII of these Bylaws.

ARTICLE III Meetings and Voting

Section 1 – Club Meetings.

Meetings of the Members of the Club shall be held in the greater Manitowoc County area or via teleconference call or via video conference at such place, date and hour as may be designated by the board. Such meetings shall be held at least (6) times per year. The number and frequency of the meetings of the Members of the Club shall be determined by the board. Written notice of each such meeting shall be mailed or e-mailed by the secretary at least ten (10) days prior to the date of the meeting. A schedule of the meetings shall be posted and maintained on the Club website for the calendar year. The quorum for such meetings shall be twenty percent (20%) of the Members in good standing.

Section 2 – Quorum – Voting Requirements

Members entitled to vote may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter. Except as otherwise provided by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes, twenty percent (20%) of the votes entitled to be cast shall constitute a quorum at a meeting of the Members. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes requires a greater number of affirmative votes. Once a Member is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists, for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. At the adjourned meeting at which a quorum is represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 3 – 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 (5) Members of the Club who are in good standing. Such special meetings shall be held in the greater Manitowoc

County area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. The quorum for such meetings shall be twenty percent (20%) of the Members in good standing.

Section 4 – Notice of Meetings

The Club shall notify each Member who is entitled to vote at the meeting, and any other Member entitled to notice under Chapter 181 of the Wisconsin Statutes, of the date, time, and place of each annual or special Member's meeting. In the case of special meetings, the notice shall also state the meeting's purpose. Unless otherwise required by Chapter 181 of the Wisconsin Statutes, written notice of such a meeting shall be mailed or e-mailed by the secretary at least five (5) days and not more than fifteen (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.

Section 5 – Board Meetings

Meetings of the board of directors shall be held in the greater Manitowoc County area or via telephone conference call or via video conference at such place, date, and hour as may be designated by the board. Such meetings shall be held at least six (6) times per year. Written notice of each meeting shall be mailed or e-mailed by the secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 6 – Special Board Meetings

Special meetings of the board of directors may be called by the president; or by the secretary upon receipt of a written request signed by at least three (3) members of the board. Such special meetings shall be held in greater Manitowoc County area or via telephone conference call or via video conference at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed, or e-mailed, by the secretary at least five (5) days and not more than ten (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 7 – Voting

Each Member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he or she is present. Junior Members shall not be entitled to vote on any matter. Proxy voting will not be permitted at any Club meeting or election.

Voting shall occur in person or by ballot delivered by U.S Mail or e-mail for annual elections, amendments to these Bylaws, amendments to the Articles of Incorporation, and all other business or questions as the board of directors determines in its discretion. Votes cast by ballot, either by U.S. Mail or e-mail, shall only be valid if cast by the Member to whom the Secretary sent such ballot.

ARTICLE IV Directors and Officers

Section 1 – Board of Directors

The property, affairs, concerns, direction and activities of the Club shall be managed and vested in a board of directors. The board shall pursue such policies and activities as shall be in accordance with the provisions of the Club's Articles of Incorporation, these Bylaws, and the laws of the State of Wisconsin.

The board shall be comprised of the officers and nine (9) other persons, all of whom shall be Members in good standing.

The officers of the Club shall be the president, vice president, secretary, and treasurer. The officers shall be elected annually for one (1) year terms by a majority of the Members at the Club's annual meeting as provided in Article III and shall serve until their successors are elected.

Each director shall serve for a term of three (3) years following election or until the director is removed or resigns. The terms of the directors shall be staggered so no more than one-third (1/3) of the board shall be subject to election each year.

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 and treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the board and its meetings.

- (a) 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.
- (b) The vice president shall have the duties and exercise the powers of the president in case of the president's death, absence or incapacity.
- (c) The secretary shall keep a record of all meetings of the Club and of the board of directors and of all matters of which a record shall be ordered by the Club; 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, which shall be sent to any Member in good standing, upon written request, not more than once every Club year, and carry out such other duties as are prescribed in these Bylaws.
- (d) 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 shall determine.

- (e) The offices of secretary and treasurer may be held by the same person, in which case the board shall be comprised of twelve (12) persons.
- (f) The AKC Delegate position will be appointed by the board at the first board meeting following the annual meeting. The AKC Delegate will serve for a three (3) year term. The AKC Delegate position may be a Member in good standing and may be an officer or member of the board in a non-voting capacity.
- (g) The AKC Delegate shall represent the interests and concerns of the membership at the AKC Delegate meetings and will serve as a liaison between the Club and the AKC. The AKC Delegate shall be instructed to cast votes as directed by the Members. Among other duties, the AKC Delegate shall report to the Club all actions and matters discussed at AKC's quarterly AKC Delegate meetings following such meetings.
- (h) The AKC Delegate shall serve at the pleasure of the board of directors and may be removed at any time, with or without cause. In the event of a vacancy in the office of the AKC Delegate, the board of directors shall appoint a replacement for the remainder of the vacated term at the next board of directors meeting or a special meeting called for such purpose.

Section 3 – Vacancies

Any vacancies occurring on the board of directors or among the offices during the year shall be filled until the next annual election by a majority vote of the board of directors 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.

Section 4 – Removal

Any officer may be removed if such officer is no longer a Member in good standing or is suspended or expelled from the Club pursuant to Article II.

In addition to removal as provided by Chapter 181 of the Wisconsin Statutes, any director who does not maintain good standing as a Member of the Club may be removed, pursuant to this Section 4 of Article IV, at a regular or special meeting of the board by the affirmative vote of a majority of the directors, excluding such director who is subject of the removal proceeding.

Section 5 – Resignation

Any officer may resign at any time by filing his or her written resignation with the secretary of the board. Such resignation shall take effect when delivered unless the notice specifies a later effective date and such date is accepted by the board.

A director may resign at any time by filing his or her written resignation with the secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein: (i) the acceptance of such resignation shall not be necessary to be effective, and (ii) resignation from service as a director also shall be deemed to constitute resignation from service as an officer, if applicable.

ARTICLE V Club Year, Annual Meeting, Elections

Section 1 – Club Year

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 December at which officers and directors for the ensuing term shall be elected by secret ballot from those nominated in accordance with Section 4 of this Article. Elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over all properties and records relating to that office, within thirty (30) days after the election.

Section 3 – Elections

The nominated candidate, pursuant to Section 4 of this Article, receiving the greatest number of votes for each office shall be elected to such office. The three (3) nominated candidates, pursuant to Section 4 of this Article, for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before the November general meeting any uncontested candidate for position shall be declared elected to such office and no balloting will be required.

If voting occurs by mailed or electronic ballots, such ballots shall be received by the Secretary no later than 11:59 p.m. United States Central Time on the date of the December annual meeting. Ballots received by the secretary after such date and time shall not be counted.

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 (3) Members and two (2) alternates, not more than one (1) of whom may be a member of the board of directors. The secretary shall immediately notify the committee members 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 the 1st of October.

- (a) The nominating committee shall nominate one (1) candidate for each office and positions on the board and, 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, at least two (2) weeks before the November meeting, notify each Member in writing of the candidates so nominated.
 - (c) Additional nominations may be made at the November general 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 (1) position (except for the position of AKC Delegate).
 - (d) Following the November meeting, the secretary shall, at least two (2) weeks before the annual meeting, notify each Member in writing of any additional nominations.
- (3) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section 4 of Article V.

ARTICLE VI Committees

Section 1 – Committees.

The directors may by resolution create committees of the board from time to time to pursue the general purposes of the Club, including, without limitation, standing committees for such matters as dog shows, obedience trials, trophies, annual prizes, and membership. The direction and guidelines of such committees shall be provided by resolution of the board. Special committees may also be appointed by the board to aid it on particular projects. Committee members serve at the pleasure of the board and may be terminated at any time, with or without cause, by a majority vote of the board.

Such committees shall always be subject to the final authority of the board.

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 Suspensions

Any Member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from the privileges of the Club for a like period.

Section 2 – Charges

Any Member may prefer charges against another Member for alleged misconduct prejudicial to the best interests of the Club. Written charges with information specifying the offense shall be filed in duplicate with the secretary, along with a deposit of Ten Dollars (\$10.00), which shall be forfeited if the board does not find at hearing that the charges are prejudicial to the Club. The secretary shall promptly send a copy of the charges to the board of directors or present them at the next board meeting. The board shall first consider whether the actions alleged in the charges would constitute conduct prejudicial to the best interests of the Club. If the board does not determine that the charges constitute conduct prejudicial to the best interests of the Club, then it may refuse to entertain jurisdiction. If the board determines that the charges are sufficient to constitute conduct prejudicial to the best interests of the Club, then it shall schedule the matter for hearing before the board not less than three (3) weeks nor more than six (6) weeks after such determination.

The secretary shall promptly send one (1) copy of the charges and specifications to the accused Member by certified mail, postage prepaid, 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 desires.

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 (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the Members 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 all 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 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 sixty (60) days but not earlier than thirty (30) days after the date of the board

recommendation of expulsion. The defendant shall have the privilege of appearing on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf if he or she desires.

The Members present at that meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board suspension shall stand.

ARTICLE VIII Amendments

Section 1 – Manner of Proposing Amendments

Amendments to the Bylaws, and Articles of Incorporation may be proposed by the board or by written petition addressed to the secretary, signed by at least twenty percent (20%) of the Members in good standing. The board shall promptly consider the proposed amendments and submit to the Members the proposed amendment, along with the board's recommendations as to the proposed amendment for a vote within three (3) months of the date on which the petition was received by the secretary.

Section 2 – Approval of Amendments

The Bylaws, and Articles of Incorporation of the Club may be amended by a two-thirds (2/3) secret vote of the Members present and entitled to vote at any meeting, provided that a copy of the proposed amendments shall be included in the notice of meeting and mailed, or e-mailed, to each Member at least two (2) weeks prior to the date of the meeting.

Section 3 – The American Kennel Club Approval

No amendment to the Bylaws, or Articles of Incorporation of the Club that is adopted by the Club shall become effective until it has been approved by the board of directors of the American Kennel Club. After amendments are voted upon, the Club shall provide the American Kennel Club with the number of Members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the amendment to the Bylaws or the Articles of Incorporation shall be submitted to the American Kennel Club as soon as practicable.

Section 4 – Tax Status

No amendment to these Bylaws or the Articles of Incorporation shall be effective unless, in the opinion of the Club's legal counsel, such amendment would not jeopardize the Club's tax exempt status pursuant to Section 501(c)(4) of the Code.

ARTICLE IX Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds

(2/3) of the Members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any Members of the Club, but, after payment of the debts of the Club, its property and assets shall be donated to such organization or organizations organized and operated exclusively for the purpose of promoting social welfare, the membership of which consists of persons in or around Manitowoc County, and the net earnings of which are devoted exclusively to promoting social welfare within the meaning of Section 501(c)(4) of the Code, as the board of directors shall determine.

ARTICLE X

Order of Business

Section 1

At meetings of the Club, the order of business, so far as the character and nature of the meetings may permit, shall be as follows:

- Call meeting to order
- Minutes of last meeting
- Report of president
- Report of secretary
- Report of treasurer
- Reports of committees
- Election of officers and board of directors (at the annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2

At meetings of the board, the order of business, unless otherwise directed by majority vote of those directors 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 XI
Parliamentary Authority

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.

ARTICLE XII
Business Regulations

Section 1 – Fiscal Year

The fiscal year of the Club for tax and accounting purposes shall be the calendar year ending December 31st as defined in the Code.

Section 2 – Deposits

Deposits of the organization shall be kept in such financial institutions as the treasurer may designate as approved by the board.

Section 3 – Checks and Instruments Representing Debts of the Club

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

Section 4 – Contracts

Contracts of the Club shall be authorized by the board before they shall be executed. Contracts so authorized shall be executed by the president and countersigned by the secretary.

Section 5 – Indemnification and Liability

The Club shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any director or officer of the Club against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Club. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled.

Section 6 – Corporate Seal

The use of a corporate seal is not necessary.

ARTICLE XIII

Section 1 – Corporate Books and Records

The Club shall keep accurate and complete books and records of accounts, minutes of all meetings of the board, minutes of all meetings of committees acting with board-delegated authority, actions taken by directors without a meeting, and actions taken by committees of the board. The Club shall keep at the principal office a copy of its Articles of Incorporation and all amendments and restatements thereto, these Bylaws and all amendments and restatements thereto, resolutions adopted by the board, the minutes of all meetings of the board, the minutes of all meetings of committees acting with board-delegated authority, financial statements for the past three (3) years, a list of the names, telephone and facsimile numbers, and e-mail addresses of current directors and officers, and its most recent annual report delivered to the Department of Financial Institutions pursuant to Wis. Stat. § 181.1622. All books and records of the Club, except confidential personnel records, may be inspected by any Member or Member's agent or attorney for any proper purpose upon prior written request.

The Club shall make available to members of the public, upon written request, copies of the application files 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 the same and any other information as is or as may be requested to provide under Section 6104 of the Code.

Section 2 – Compensation

Directors shall receive no compensation for their service as directors. However, as approved by the board of directors, directors may be reimbursed for reasonable and necessary travel or out-of-pocket expenses incurred in discharging official duties as prescribed by the board of directors.

Section 3 – No Distributions

The Club is a nonstock corporation organized under Chapter 181 of the Wisconsin Statutes. The Club shall at all times be operated to comply with Section 501(c)(4) of the Code. No portion of the net earnings or net assets of the Club shall inure or be distributable to the benefit of any Member, officer, director, or private individual. However, the Club may make payments of reasonable compensation for services rendered.