

CONSTITUTION AND BYLAWS

OF

**THE NITA-NEE KENNEL CLUB, INC.
19 COLONNADE WAY
SUITE 117, PMB 268
STATE COLLEGE, PA 16803**

Founded January 18, 1970; Incorporated September 1, 1971



As adopted February 17, 1970. Revised January 18, 1972; May 16, 1972;
October 19, 1976; September 20, 1983; November 18, 1988; August 15, 1995;
November 18, 1997, October 25, 2022, April 25, 2023

CONSTITUTION

These Bylaws are subject to and governed by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and the Articles of Incorporation of the Nita Nee Kennel Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, the Pennsylvania Nonprofit Corporation Law of 1988, as amended, will be controlling.

Article I: Name and Objects

SECTION 1. The name of the club shall be Nita-Nee Kennel Club, Inc. Herein the "Club"

SECTION 2. The objects of the Club shall be:

- A. To further the advancement of all breeds of purebred dogs.
- B. To do all in its power to protect, advance the interests of , and encourage sportsmanlike competition in dog shows, obedience trials, agility trials, field trials or tracking tests and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- C. To conduct sanctioned matches, performance events, companion events and dog shows and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club.

SECTION 3. In Accordance with Federal, State and Local Law] no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the Club shall adopt and from time to time revise, such Bylaws as may be required to carry out these objects.

Bylaws

Article 1: Membership

Section 1. Eligibility

Membership in the Club shall be open to all persons who subscribe to its objectives, endorse its Code of Ethics, are in good standing with the American Kennel Club and abide by its rules and regulations. While membership is not restrictive as to residence, the Club's purpose is to be a representative of the breeders and exhibitors of its geographic region.

Section 2. Membership Classifications

The Club shall have three (3) classifications for membership: Regular, Junior, and Life.

- A. **Regular Member** - Any person eighteen (18) years of age or older whose dues are paid for the current year. Regular members shall be eligible to vote and hold elective office.
- B. **Junior Member** - Any person under the age of eighteen (18) whose dues are paid for the current year. Upon meeting the age eligibility requirement, Junior Members will automatically become a Regular voting Member. It is the responsibility of the Junior Member to inform the Treasurer of this change. The increase in dues will be assessed at the beginning of the next fiscal year.
- C. **Life Member** - For those individuals who have been members for 25 consecutive years. These members have all the rights and privileges accorded Regular Members as stated in these Bylaws.

Section 3. Dues.

1. Regular Membership - Dues for a Regular membership shall not exceed \$60 per year, payable on or before January 1 of each year.
2. Household Membership - Dues for a Household membership shall not exceed \$90 per year, payable on or before January 1 of each year.
3. Junior Membership - Dues for a Jr Membership shall not exceed \$20 per year, payable on or before January 1 of each year.

Dues for the following year shall be set by the Board of Directors by the end of September each year and will be updated in club policies and guidelines. No member may vote whose dues are not paid for the current fiscal year. Within thirty (30) days of the start of the fourth quarter renewal notification shall be issued to all members. New members who join after the first day of the fourth quarter shall be considered paid through the last day of the following fiscal year.

Section 4. Election to Membership.

Each applicant for membership shall follow the membership process identified in Club policies and apply on a form approved by the Board of Directors. Each applicant agrees to abide by the Constitution and Bylaws and the Code of Ethics, which shall accompany each application form, 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 fiscal year. All applications are to be submitted to the Corresponding Secretary. The Corresponding Secretary shall forward such applications to the Board for review and approval at the next regular Board meeting following the receipt of the application. Upon Board approval, the applicant's resume shall be published to the general membership. At the following regular Club meeting, the applications will be voted on by secret vote of two-thirds (2/3) of the members present who are in good standing or 2/3 of the members responding to an electronic ballot who are in good standing. If voting by secret electronic balloting, a date and time must be specified for the receipt of ballots. To be counted, such ballots must be received by the balloting system and tellers no later than the specified date agreed upon. Applicants for membership who have been rejected by the Club may not reapply for six (6) months after such rejection.

Section 5. Termination of Membership.

Memberships may be terminated:

- A. **by resignation.** Upon written notice to the Corresponding Secretary.
- B. **by lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the 30th day of the fiscal year. However, the Board may grant thirty (30) days of grace period based on the member's extenuating circumstances. 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 II: Meetings and Voting

Section 1. Club Meeting.

The Club shall hold a minimum of six (6) meetings a year. All Club meetings shall be held virtually (electronic, teleconference or methods as may be developed) or in person in the greater State College, Pennsylvania area. Notice of dates of the meetings shall be distributed to the membership by an electronic format. The quorum for such meetings shall be ten percent (10%) of the regular members in good standing.

Section 2. Special Club Meeting.

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; or shall be held virtually (electronic, teleconference or methods as may be developed) or in person in the greater State College, Pennsylvania area. Notice of such a meeting shall be distributed in

electronic format by the Corresponding Secretary at least five working days and not more than fifteen (15) working days prior to the date of the. 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 ten percent (10%) of the regular members in good standing.

Section 3. Board Meetings.

The Board of Directors shall hold a minimum of six (6) meetings a year virtually (electronic, teleconference or methods as may be developed) or in person in the greater State College, Pennsylvania area unless extenuating circumstances occur. The quorum for such meetings shall be a majority 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 Corresponding Secretary upon receipt of requests electronic or written by at least three members of the Board. Such special meetings shall be held virtually (electronic, teleconference or methods as may be developed) or in person in the greater State College, Pennsylvania area. Notice of such meeting shall be distributed electronically by the Corresponding Secretary at least five (5) working days and not more than fifteen (15) working 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. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting.

Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote through electronic balloting or at any Club meeting at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

Article III: Directors and Officers

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and four (4) other regular members. The club's officers will be elected for a one-year term; the other four (4) members shall hold two-year terms: two (2) to be elected each year, the remaining two (2) to be elected in odd numbered years. General management of the Club's affairs, except where limited in these Bylaws, shall be entrusted to the Board of Directors. The Board shall make a report to the Club at each regular meeting and in the monthly newsletter.

Section 2. Officers.

The club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and the Board meetings.

- A. *President.*** The President shall preside at all meetings of the Club and of the Board. He/She The President shall preside at all meetings of the Club and of the Board. He/She

shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these Bylaws

- B. *Vice President.*** The Vice-President shall have the duties and shall exercise the powers of the President in the case of the President's death, absence, or incapacity.
- C. *Corresponding Secretary.*** 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.
- D. *Recording Secretary.*** The Recording Secretary shall keep a record of all meetings of the Club and of the Board, including attendance records, and of all matters of which a record shall be ordered by the Club Minutes of each meeting will be published in electronic format (email, members only website, etc.) The Recording Secretary shall maintain a file or record of all applications acted upon by the Club and will carry out such other duties as are prescribed in these Bylaws.
- E. *Treasurer.*** The Treasurer shall collect and receive all monies 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 an accounting shall be rendered of all monies received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.
- F.** He/She shall be responsible for issuing yearly dues notices to all Club members within thirty (30) days of the start of the fourth quarter of the fiscal year. He/She shall be in charge of the dispersal of Club monies as approved by the Club. He/She shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to the inspection of the Board and he/she shall report to the Board at every meeting, the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine. The offices of Recording or Corresponding secretary and Treasurer may be held by the same person; in which case the Board shall be composed of 8 persons.

Section 3. Vacancies.

Any vacancies occurring on the Board or among the offices including resignation or removal of a director during the year shall be filled for the unexpired term of office by a majority vote of all the remaining 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 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 IV: The Club Year, Annual Meeting, Elections

Section 1. Club Year.

The Club's fiscal year shall begin on the 1st day of January and end on the 31st 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 December (last month of the fiscal year), at which 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 on the 1st of January at which point each retiring officer shall turn over to the successor in office all properties and records relating to that office

Section 3. Elections.

Elections shall be held in the month December at the regular Club meeting. The officers and directors for the ensuing fiscal year shall be elected by a secret ballot from among those nominated in accordance with these bylaws. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who receive the greatest number of votes for the available positions shall be declared elected. In the event of a tie, a runoff election will be conducted.

Section 4. Nominations.

No regular member may be a candidate in a Club election who has not been nominated. The nominating committee chairperson shall select a Nominating Committee consisting of three (3) Club members, not more than one (1) of whom may be a member of the Board. It shall be the committee's duty to present a slate of candidates by last month of the third quarter (September) to be shared with the membership in electronic format.

- A.** The Committee shall nominate at least one (1) candidate for each office or open Board position; and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.
- B.** Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify the general membership by electronic format of the candidates so nominated.
- C.** Additional nominations may be made at the November regular Club meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position with the exception stated in Section 2, F.

- D. Nominations cannot be made at any other meeting or in any manner other than provided in this Section.
- E. At the election meeting, the Nominating Committee shall act as tellers and report the election results to the President. However, should a member of the Committee be a candidate for office, he/she shall be excused for the responsibility to serve as an election teller. A minimum of two (2) tellers is required. If less than two (2) committee members are available, the President shall appoint the necessary number from the floor. If voting by secret electronic balloting, a date and time must be specified for the receipt of ballots. In order to be counted, such ballots must be received by the balloting system and tellers no later than the specified date agreed upon.

Article V: Committees

Section 1.

The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board. Committee appointments, any policies or procedures developed by a committee must receive Board approval before their implementation.

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 person(s) whose services have been terminated

Article VI: Discipline

Section1. American Kennel Club Suspension.

Any member who is suspended from any of 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 individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club.

Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of twenty-five dollars (\$25.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club. Should either the complainant or the defendant be members of the Board, they shall not be involved in the Board's decisions regarding the disciplinary action. If the Board considers that the charges do not allege conduct which 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 of a hearing before the Board, not less than three (3) weeks nor more than six (6) weeks thereafter.

The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery, and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer. Failure of the accused to sign for or acknowledge receipt of the charges will result in the scheduled hearing with the accused in absentia.

Section 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the 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 the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board has reached a decision, its findings shall be submitted and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall immediately notify each of the parties in writing 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 general membership following a Board hearing and upon the Board's recommendation, as provided in Section 3 of this Article. The members shall vote by secret written 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's suspension shall stand.

Article VII: Amendments

Section 1.

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the regular membership. 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 Corresponding Secretary for a secret vote for amendments within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2.

The constitution and bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or special meeting called for that purpose or 2/3 of the members responding to a secret electronic ballot, provided the proposed amendments have been included in the notice of the meeting and made available to each member at least two (2) weeks prior to the meeting. If voting by secret electronic balloting, a date and time must be specified for the receipt of ballots. To be counted, such ballots must be received by the balloting system and tellers no later than the specified date agreed upon.

SECTION 3.

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

Article VIII: Dissolution**Section 1. Dissolution.**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the regular members in good standing and in accordance with Pennsylvania law. In the event of the dissolution of the Club other than for the 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 unless otherwise prohibited by Pennsylvania law.

Article IX: Order of Business**Section 1.**

The rules as 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 X: 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.