

# CAMBRIDGE MINNESOTA KENNEL CLUB

## Constitution and By-Laws



Adopted May, 1974  
Amended February 4, 1986  
Revised February 8, 2005  
Revised September 13, 2005 per AKC request  
Amended June 12, 2012 per AKC request  
Proposed Amendment: October 1, 2022  
Amended: October 1, 2022  
Amended: December 11, 2023  
Theresa A. Goiffon, Secretary

## **ARTICLE 1 CONSTITUTION**

**SECTION 1.** The name of the club shall be Cambridge Minnesota Kennel Club.

**SECTION 2.** The objects of the club shall be to promote the breeding of and to protect and advance the interests of pure-bred dogs and to encourage and hold dog shows, exhibitions and matches and any other American Kennel Club events for which the club is eligible 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.

### **BYLAWS**

#### **Article 1**

##### **SECTION 1. Eligibility.**

There shall be (3) three types of membership open of this Club .

- Full Membership – Open to all persons 18 years of age and older who are in good standing with the American Kennel Club and subscribe to the purposes of this Club. Full membership allows the member to vote and hold office.
- Junior Membership – shall be open to all persons who have reached the age of 10 years and who have not year reached the age of 18 years. Junior memberships have no voting or office privileges.
- Life Member – Persons who have been full members of the Club for (20) twenty consecutive years, which includes (10) years of qualifiable service to the club (\*see footnote below for examples of types of service). Such persons shall be eligible to vote and hold office.

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.

## **SECTION 2. Dues.**

Membership dues shall not exceed \$15 per year, payable on or before the first day of May each year. Dues notification shall be sent to each member at least 30 days prior to the dues payable date. Notice of dues will be published in the newsletter and this will be considered as good and sufficient notice.

- Full Membership – Full dues, per person.
- Life Member – Dues shall be (0).
- Junior Membership – Free.

No member may vote whose dues are not paid for the current year. During the month of July, the Board must act if the dues are to be changed 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 these 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 (2) 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 Membership Chair and each application is to be read at the first meeting of the Club following its receipt at which the applicant is present. At the next Club meeting the application will be voted on by the Board of Directors, at the seconding reading. The Membership chair will forward any member changes to the Director who maintains the membership list.

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:**

- By resignation. Any member may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered 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.
- By lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid (90) ninety days after the first

day of the fiscal year; however, the Board may grant and additional (90) ninety days grace to such delinquent meritorious cases. In no case may a person be entitled to vote at Club meetings whose dues are unpaid as of the date of the meeting.

- By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

## **ARTICLE II**

### **Meeting and Voting**

#### **SECTION 1. Club Meetings.**

General meetings of the Club shall be held in the greater Cambridge, Minnesota area in person 3 times a year, at such place, date, and hour as may be designated by the Board of Directors. Notice of each meeting shall be electronically sent by the Secretary or Newsletter Chairperson 10 days prior to the date of the meeting. Publication of meeting notices shall be sent via e-mail, shall be good and sufficient notice. The quorum for such meetings shall be 20% 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 (5) five members of the Club who are in good standing. Such special meetings shall be held within the greater Cambridge, Minnesota area at such place, date and hour as may be by the person or persons authorized herein to call such meetings. Notices of such a meeting shall be e-mailed by the Secretary at least (5) five days and not more than (15) fifteen 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 (20) twenty percent of the regular and life members in good standing.

#### **SECTION 3. Board Meetings.**

Meetings of the Board of Directors shall be within the greater Cambridge, Minnesota area will be closed to the general membership and will meet at such place, date and hour each month as may be designated by the Board. Notice of each such meeting shall be electronically sent by the Secretary or Newsletter Chairperson at least (5) five days prior to the date of the meeting. Publication of meeting notices in the club newsletter, which shall be sent electronically, shall be good and sufficient notice. The quorum of a meeting shall be a majority of the Board. Board Meetings shall be held monthly unless otherwise scheduled. Board members are expected to attend.

#### **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 (3) three members of the Board. Such special meetings shall be held within the greater Cambridge, Minnesota area at such place, date and hour as may be designated by the person herein to call such meeting. Email notice of such meeting shall be emailed by the Secretary at least (5) days and not more than (10) ten 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 Full or Life 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/she is present. Proxy voting will not be permitted at any Club meeting or election. Voting online through a confidential voting system, in the future, will be acceptable.

### **ARTICLE III**

#### **Directors and Officers**

##### **SECTION 1. Board of Directors.**

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and (5) five other persons all of whom shall be elected for two-year staggered terms. Elections shall be at the Club's annual meeting as provided in Article IV 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, and Treasurer shall serve in their respective capacities both regarding 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. He or she shall have charge of the correspondence, 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 Secretary shall keep a current file of attendance at regular board meetings.
- 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 the inspection of the Board and a report shall be given at every meeting of 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. A written detailed annual report of income and expenses shall be published by the Treasurer.
- The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and (6) other persons.
- AKC Delegate representing the club may but need not be an officer or director of the club. The delegate shall attend AKC delegate meetings and other meetings, if any, at which delegate attendance is permitted. The delegate shall represent the interests of the club to AKC. The delegate shall report, in writing, to the club at the next meeting of the club following AKC delegate meetings or other meetings at which the delegate represents the interests of the club, the items discussed, and any actions taken at such meetings. The delegate shall carry out all the duties associated with the office of AKC delegate. The AKC Delegate shall be selected by the vote of a simple majority of the board of directors of the club and shall serve a term of two years from date of selection.

### **SECTION 3. VACANCIES.**

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority of the 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 IV**

### **The Club Year, Annual Meeting, Elections**

#### **SECTION 1. Club Year.**

The Club's fiscal year shall begin on the 1st day in May and end on the 30th day of April. 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 April at which the Board of Directors for the ensuring 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 their successor in office all properties and records relating to that office within (30) thirty days after the election.

## **SECTION 3. Elections.**

- The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the other positions on the board who receive the greatest number of votes for such position shall be declared elected.
- The President, Secretary and three other persons who shall serve as directors shall be elected to serve two-year terms in even numbered years beginning with the year 2024.
- The Vice-President, Treasurer and two other persons who shall serve as directors shall be elected to serve two-year terms in odd numbered years beginning with the year 2025.

## **SECTION 4. Nominations.**

No person may be a candidate in a Club election who has not been nominated. During the month of December, the Board shall select a Nominating Committee consisting of (3) three members and two alternates, not more than one of whom may be a member of the board. The Club Secretary shall immediately notify those persons designated members of the nominating committee and the alternates of their selection. The Board shall name a chair for the Committee, and it shall be such a person's duty to call a Committee meeting, which shall be held on or before February 1st.

- The Committee shall nominate one candidate for each office and for Delegate, who may but need not be an officer or director of the club, and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary via email.
- Upon receipt of the Nominating Committee's report, the Secretary shall at least two weeks before the March meeting notify each member via email of the

candidates so nominated. Nominations shall be published in the newsletter which shall be sent to the membership via email.

- Additional nominations may be made at the March 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, the additional nominations which are provided herein are to be made only from among those who have not accepted a nomination of the Nominating Committee.
- Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE V 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 VI**

### **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 the 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 \$100 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 interest of the Club. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest 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 by the Board not less than (3) three weeks or more than (6) 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/she wishes.

#### **SECTION 3. Board Hearing.**

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than (6) six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the punishment is 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) sixty days but not earlier than (30) thirty days after the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf through 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/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A (2/3) two-thirds 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 Secretary signed by (20) twenty percent of the members 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 (3) three months of the date when the recommendation was received by the Secretary.

#### **SECTION 2.**

The Constitution and Bylaws may be amended by a (2/3) two-thirds secret ballot 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 emailed to each member at least (2) two weeks prior to the date of the meeting.

#### **SECTION 3.**

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.

## **ARTICLE VIII**

### **Dissolution**

#### **SECTION 1.**

The Club may be dissolved at any time by the written consent of not less than (2/3) two-thirds of the members in good standing. 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.

## **ARTICLE IX**

### **Approval of Expenses**

#### **SECTION 1.**

Any and all expenditures of greater than \$500, of Club funds shall be approved either by majority vote of the Board or by majority vote of the members present at a general meeting. The Board may authorize guidelines for the Treasurer to disburse funds for emergency expenditures between meetings. Such expenditures shall be submitted for formal approval at the next meeting of the Board.

## **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 meeting may permit, shall be as follows:

Roll Call

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting) Election of New Members

Unfinished Business New Business Adjournment

#### **SECTION 2.**

At meeting 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 IX**  
**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 the Bylaws and any other special rules of order the Club may adopt.

\*Footnote: Including but not limited to; active chair, board member or officer, trial chair, AKC delegate, conducting educational actives, other services to be voted on by the board.