

The Brazos Valley Kennel Club, Inc.  
PO Box 2725  
Bryan, Texas 77805

## **Constitution and By-laws**

### **Constitution**

#### **Article I: Name**

The name of the club shall be The Brazos Valley Kennel Club, Inc., hereinafter referred to as the Club.

#### **Article II: The Objectives of the Club**

**Section 1.** To further the advancement of purebred dogs and to do all in its power to protect and advance the interests of all breeds of purebred dogs.

**Section 2.** To encourage sportsmanlike competition at conformation and performance events.

**Section 3.** To conduct sanctioned activities under the rules of The American Kennel Club.

**Section 4.** No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, 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 in furtherance of the purposes set forth in Article II. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation may, however, support any legislation that would benefit (or oppose any legislation that would be detrimental to) purebred dogs and/or their owners. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law.)

#### **Article III. Amendment**

The members of the Club shall adopt and may revise the Articles of Incorporation, and this Constitution and Bylaws as may be required to carry out these objectives.

## **By-laws**

### **Article I: Membership**

**Section I. Eligibility.** There shall be five types of memberships open to all persons who subscribe to the purposes of the Club. They shall be as follows: Individual, Family, Associate, Junior, and Lifetime.

- (a) Individual memberships shall be open to all persons in good standing with The American Kennel Club who are eighteen years of age or older. Each individual member shall be entitled to one vote on any issue that may come before the Club. Persons holding individual memberships must attend meetings, assist with Club events, and/or contribute significantly to Club operations (as determined by the Board) or they are subject to having their memberships changed to associate memberships per Article VI, section 5.
- (b) Family memberships shall be open to all persons in good standing with the American Kennel Club who are eighteen years of age and older, provided that such memberships shall be limited to two members of a family, each of whom shall have voting privileges. No member of a family shall have the right to cast a vote for another member of the family and thereby acquire the right to more than one vote. The same rules and conditions for individual members apply to the individuals of family memberships.
- (c) Associate memberships shall be open to all persons in good standing with the American Kennel Club who are at least eighteen years of age and older. Associate members shall be entitled to all privileges of the Club, except that such members shall have no vote nor can such members be elected as officers or directors of the Club. Associate members may chair and/or serve on committees.
- (d) Junior memberships shall be open to all persons in good standing with the American Kennel Club who are at least nine years of age, but less than eighteen years of age. Junior members shall be entitled to all privileges of the club, except that such members shall have no vote nor can such members be elected as officers or directors of the Club.
- (e) Lifetime memberships may be bestowed upon persons in good standing with the American Kennel Club who have been active members of the Club for a long period of time (usually 20+ years), and have performed extraordinary service to the Club. Life members will retain the rights of individual members but pay no dues. Members will be nominated for lifetime memberships by the Board and voted on by the Club memberships at a regular Club meetings.

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.** Memberships dues for each type of membership shall run from the 1<sup>st</sup> day of January through the 31<sup>st</sup> day of December of the same year, and all dues shall be payable on or before the 1<sup>st</sup> day of January of each year. During the month of October, the Treasurer shall email or mail to each member a statement of his/her dues for the ensuing year. The dues in each category may be changed and voted on at a club meeting.

Members joining after the 1<sup>st</sup> of October of any year shall be credited as having paid to the 31<sup>st</sup> day of December of the following year. Members who have not paid annual dues in full by March 1 must reapply for membership.

**Section 3. Election to Membership.** Each applicant shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by this Constitution and By-laws, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant. Accompanying the application, the prospective member shall submit the appropriate dues payment for the current year.

All applications are to be filed with the Secretary at one Club meeting, and each application is to be read at two following Club meetings. An affirmative vote of three-fourths of the members present and voting shall be required to elect the applicant.

Applicants for memberships who have been rejected by the Club may not re-apply within six months after such rejection.

**Section 4. Termination of Memberships.** Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written note to the Secretary.
- (b) By lapsing. A membership will be considered as lapsed if such member's dues are not paid by March 1<sup>st</sup>.
- (c) By expulsion. A membership may be terminated by expulsion as provide in Article VI Section 4 of these By-laws.

## **Article II Meetings and Voting**

**Section 1. Club Meetings.** Meetings shall be held within 25 miles of the City of Bryan, Texas on the second Tuesday of each month, at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be posted on the web site at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the voting members.

**Section 2. Special Club Meetings.** Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club. Such special meetings shall be held within 25 miles of the City of Bryan, Texas, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be emailed, phoned, or mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting. Said notice shall state the purpose/purposes of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of voting members.

**Section 3. Board Meetings.** Meetings of the Board of Directors shall be held within 25 miles of the City of Bryan, Texas, at such time, hour and place as may be designated by the Board. Notice of each such meeting shall be emailed, phone, or mailed by the Board Chair at least 5 days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board. Board meetings are open to non-board members. Non-board members are not allowed to speak unless granted permission by the Board. The Board reserves the right to enter into special session which will exclude non-board members. The annual meeting of the Board shall be held in May.

**Section 4. Special Board Meetings.** Special meetings of the Board may be called by the President, and shall be called by the Board Chair upon receipt of a written request signed by at least three members of the Board.

Such special meetings shall be held within 25 miles of the City of Bryan, Texas, at such place, date and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be e-mailed, or mailed by the Board Chair at least 5 days and not more than 10 days prior to the date of the meeting, or telephone notice shall be given at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose/purposes of the meeting, and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board. In extreme emergencies, a board meeting may be called by any Board member as soon as a quorum can be established.

**Section 5. Voting.** Each individual member in good standing whose dues are paid for the current year shall be entitled to one vote per issue at any meeting of the Club at which the person is present. Each family membership in good standing whose dues are paid for the current year shall be entitled to two votes at any meeting of the club at which they are present. No member of the family shall have the right to cast a vote for another member of the family.

Proxy voting will not be permitted at any Club meeting or election.

Absentee voting shall be allowed per Article V, Section 3.

Associate and Junior members have no voting privileges.

### **Article III Board of Directors**

**Section 1. Composition.** The Board of Directors shall be comprised of the Club's President, Vice-President, Secretary, Treasurer, and five other Club members in good standing, all of whom shall be elected and shall serve from their April installation until their successors take office at the Club's annual meeting the following April. General management of the Club's affairs shall be entrusted to the Board of Directors.

**Section 2. Officers of the Board.** At each annual meeting of the Board, the Board shall elect one of its members as Chair, who shall not be the President of the Club. Such Chair shall preside over all meetings of the Board. The Club President shall preside in the absence of the Chair. The Secretary of the Club shall serve as Secretary of the Board.

**Section 3. Voting.** Each member of the Board shall be entitled to one vote per issue at any meeting of the Board at which they are present, except that the person presiding over the meeting shall not vote except in the case of a tie. Proxy voting will not be permitted at any Board meeting. The Board may conduct business by email.

**Section 4. Vacancies.** All vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy or at a Special Board Meeting. Upon a vacancy in the President's office, the Vice-President shall assume the office of President. The resulting vacancy in the office of Vice-President shall be filled by the Board.

**Section 5. Committees.** The Board may each year appoint standing committees to advance the work of the Club in such matters as conformation, performance events, trophies, membership and other fields which may well be served by committees. Special committees may also be appointed by the Board.

Any committee appointment may be terminated by a majority vote of the Boar with written notice given to the appointee. The Board may appoint successors to those persons whose services have been terminated.

#### **Article IV Officers**

**Section 1.** Club officers are nominated by members and elected to positions. If a person accepts a nomination and is elected to office, the Club expects that person to fulfill the duties of the office including attending meetings.

**Section 2. Composition.** The Club's officers shall consist of the President, Vice-President, Secretary, and Treasurer, and will be elected by the membership as described in Article VI, Sections 3 and 4.

**Sections 3. Duties.** Duties of the various officers are as follows:

- (a) The President shall preside at all meetings of the Club and shall have the duties and powers normally appointed to the office of President in addition to those particularly specified in these by-laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in the case of the President's temporary absence.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and all meetings of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, of notifying members of the meetings, notifying the membership when new members join (including their address, phone number, email address), and carrying out other such duties as prescribed herein.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the club. Checks may be signed by any names authorized by the Board. The books shall at all times be open to inspection by the Board, and the Treasurer 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. At the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The books of the Club shall be audited once a year.

**Section 4. Term of Office.** The term of office for each officer shall be one year. All officers shall hold office from their installation until the following annual meeting in April.

#### **Article V. Timelines**

**Section 1. Club Year.** The Club and the Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December.

**Section 2. Annual Meeting.** The Club's annual meeting shall be held in April at which time the officers and directors for the ensuing year shall take office. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the successor takes office.

**Section 3. Elections.** The election of officers and five members of the Board of Directors for the ensuing year shall take place at the March meeting of the club. The officers and other members of the Board of

Directors shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. Balloting shall be conducted at the Club meeting except for those members who for health or business reasons must be absent. In such a case, the members must request an absentee ballot from the Secretary prior to the date of the meeting. Said ballots must be received by the Secretary prior to balloting at the March meeting. The candidates for offices and candidates for the Board receiving the highest number of votes shall be elected. Whoever is presiding over the meeting shall not vote except in case of a tie.

**Section 4. Nominations.** No person may be a candidate in a Club election who has not been nominated. During the month of November, the Board shall select a board member to serve as the Chair of the nominating committee. The Chair shall select 2 more members and 2 alternates none of which may be Board members. The committee must be approved by the Board. The Chair will call a committee meeting which will be held on or before the 15<sup>th</sup> day of December.

- (a) The Committee shall nominate at least one candidate for each office and for each position of director after securing the consent of each person so nominated, and shall immediately report their nominations to the Secretary in writing.
- (b) The nominations shall be posted on the Club's website and will be announced at the January meeting.
- (c) Additional nominations may be made at the February meeting by any member in attendance provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the person nominating him/her shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one office.
- (d) Nominations cannot be made at the March meeting or in any manner other than approved in this section.

## **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 this Club for a like period.

**Section 2. Charges.** Any member may prefer charges against a member for alleged conduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit set by the board, 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. 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, and 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 three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of 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/her 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 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 meeting. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its 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.

**Section 4. Expulsion.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board meeting and upon the Board's recommendation as provided in Section 3 of this article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf, though no evidence shall be taken at the meeting. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of the voting membership present shall be necessary for expulsion. If expulsion is not so voted, the Board's six month suspension shall stand.

**Section 5. Reducing Membership eligibility.** Any individual member who does not attend meetings, assist with Club events, or contribute significantly to Club operations (as determined by the Board) may have his/her membership reduced to that of an associate member.

**Section 6. Officer Removal.** Any Board of Director or Club Officer who does not attend the minimum number of Board meetings set by the Board may be removed from office. The decision will be made by the Board.

#### **Article VII Parliamentary Authority**

**Section 1.** Rules in Robert's Rules of Order, Revised shall govern the Club in all cases to which they are applicable and in which they are consistent with this Constitution and By-laws. The Board may appoint a parliamentarian.

#### **Article VII Amendments**

**Section 1.** Amendments to the Constitution and By-laws or the Articles of Incorporation may be proposed by the Board of Directors or by written petition addressed to the Secretary, and signed by 20 percent of the voting members. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members (with recommendations of the Board) by the Secretary for a vote within three months of the date the petition was received by the Secretary.

**Section 2.** The Constitution and By-laws and the Articles of Incorporation may be amended by a two-thirds vote of the voting members present and voting at any regular or special meeting called for the purposed, provided the notice of proposed amendments have been included in the notice of the meeting posted on the web site, e-mailed, or mailed to each member at least two weeks prior to the date of the meeting.

## **Article IX Dissolution**

**Section 1.** The Club may be dissolved at any time by the written consent of two-thirds of the members. In the event of the dissolution 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. After payment of the debts of the Club, its property and assets shall be given to the Small Animal Medical and Surgical Department, Texas A&M University School of Veterinary Medicine, to be used for research in dogs.

## **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:

- Determination of a Quorum and Call to Order
- Report of President
- Reports of Secretary and minutes of Last Meeting
- Report of Treasurer
- Report of Committees
- Election of Officers (at March Meeting)
- Unfinished Business
- New Business
- Adjournment

**Section 2.** At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Determination of a Quorum and Call to Order
- Reading of Minutes of Last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment