

CONSTITUTION/BYLAWS FOR: Trained N' Talented Canines (All-Breed Club)

CONSTITUTION

Article I.

Club Name. This Club shall be known as Trained N' Talented (TNT) Canines hereinafter also referred to as "the Club."

Article II.

Objectives. The objectives of the Club shall be to:

- promote responsible dog ownership
- encourage individuals to participate in all types of dog related events and
- conduct dog events

Article III.

Club Profits. The Club will be conducted as a non-profit group with the Board of Directors determining the distribution of funds on an individualized event basis.

The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations or entry fees to the club shall inure to the benefit of any member or individual.

Article IV.

Rules For Licensed Events. All licensed events sponsored by the Club will be run in accordance with the rules, policies, and procedures of the sanctioning organization.

Article V.

Revisions. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

Article I. Membership.

Section 1. Eligibility. There shall be three types of membership open to any individual who subscribes to the purposes and objectives of the Club.

Section 2. Types of membership.

Section 2.1. Single membership. Open to members 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Club. Section

2.2. Charter membership. Single members who joined the Club on or before July 1, 2003 shall be entitled to the designation "Charter Member."

Section 2.3. Junior membership. Junior membership is open to any individual who is twelve years of age to seventeen years of age. Juniors may convert to Regular membership upon reaching their 18th birthday. Junior members shall not be entitled to vote nor eligible to hold office, but shall be eligible for annual trophies or awards offered by or through the Club.

Section 3. Dues

Section 3.1. All members in good standing York County Dog Training Club are entitled to be members of TNT Canines without further vote. Annual dues of \$5 are set per individual.

3-2 Amount. For other than York County Dog Training Club members, annual membership dues shall be determined by the Board of Directors not to exceed \$20 per person, \$40 per family per year.

Section 3.3. Payment of dues. Dues are payable on or before the first day of January of each year.

Section 3.4. Dues statement. On or before, November 15th of each year, the Treasurer shall send to a statement of dues for the ensuing year.

Section 3.5. Nonpayment of dues. No member may vote whose dues are not paid for the current year. The membership of any member who has not paid his/her dues by March 31st of any calendar year shall lapse. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension.

Section 4. Application for membership. Members in good standing with the York County Dog Training club, and having paid the required \$5 dues, are granted full membership without further application. Other applicants for membership in the Club shall apply on a Board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution and Bylaws of the Club. The prospective member shall submit the completed application, including two recommendations from current members, and dues payment for the current year to the Secretary. Upon vote a majority approval vote of the board, the applicant's membership shall become effective.

Section 5. Election To Membership. Applicants outside of YCDTC, may be elected by secret ballot at the next meeting of the Board of Directors or by secret vote of the Directors by mail/email, except that no mail vote may be initiated until each Board member has received a copy of all comments on the application from the Membership Secretary. Affirmative votes of a majority of the Directors present at a meeting of the Board or of the entire Board voting by mail shall be required to elect an applicant. Members in good standing with the York County Dog Training club are granted full membership without further election.

Section 6. Rejected Applications. The sponsor of any applicant whose membership application is rejected by the Board may personally present the application at the next meeting of the Club. The Club membership may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present, in good standing, and voting.

Section 7. Termination Of Membership. Memberships may be terminated for any of the following reasons:

Section 7.1. Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Club. Dues are considered an obligation to the Club and are incurred the first day of each fiscal year.

Section 7.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 31st. A lapse in membership dues to York County Dog Training Club will also be considered a lapse in dues to the club unless dues are paid directly to the Club. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension. 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. Dues paid at such a meeting allow that member reinstatement of voting rights.

Section 7.3. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Article II. Club Year.

Section 1. Fiscal Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December.

Section 2. Official 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.

Article III. Meetings.

Section 1. Regular board meetings. There shall be a minimum of two, but no more than four meetings per year. Dates will be decided upon by officers and board members in the month of January. Dates can be changed or added with 30 days noticed.

Section 2 . Special Club meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the Club who are in good standing. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least fifteen (15) days and not more than thirty (30) 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 percent of the members in good standing.

Section 3. Special Board meetings. Special meetings of the Board may be called by the Club President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Secretary shall mail written notice of such meeting at least 30 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 4 . Conducting Club business via electronic communication. Club and Board members may use e-mail, chat rooms, message boards and other means of electronic communication to facilitate Club business.

Section 5.1. Club discussions.

- a. Notice. Written notice of Club on-line discussions shall be mailed or e-mailed to all Club members in good standing by the Secretary at least 14 days and not more than 30 days prior to the scheduled discussion. Notice shall include:
 1. A designated e-mail list, chat room or message board with instructions how to access the list, room or message board;
 2. The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place. No other Club business shall be discussed.
- b. Quorum. No quorum shall be required for Club discussions.
- c. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 5.2. Regular Board discussions. A majority of the Board may designate a regular date, time and e-mail list, chat room or message board for Board discussions.

- a. Notice. These regular discussions may be held without notice but the President shall publish an agenda at the beginning of each discussion. Roll call. The Secretary will take a roll call at the beginning of each designated meeting period.
- b. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.
- c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail, email or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.
- d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 5.3. Special Board discussions. Special Board discussions may be called by the Club President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special discussion shall be held at such date and time and in such electronic format (e-mail list, chat room or message board) as may be designated by the person authorized to call for such a discussion.

- a. Notice. The Secretary shall mail or e-mail written notice of such meeting at least 14 days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted thereat.
- b. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.
- c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail, email or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.
- d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 6. Voting. Each Club member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting at which the member is present or by online ballot.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of four Officers and four directors, all of whom shall be members in good standing and all of whom shall

be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as a non-voting member of the board for a period of one year only to allow for continuity in the leadership of the club.

General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the Club shall serve for two years or until their successors are elected. Any director who misses two board meetings within an Club year shall be removed from the Board of Directors, unless a majority of the board members present and voting at the meeting from which the director is absent for the second time votes to excuse one or both of the absences.

Section 3. 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.

Section 3.1. President. The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws. Section

3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary. The Secretary shall keep a written 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; shall have charge of the correspondence, including but not limited to:

- a. Notifying members of meetings and events;
- b. Notifying new members of their election to membership;
- c. Keeping a roll of the members of the Club with their addresses, phone numbers, and e-mail;
- d. Accept membership applications and issue membership cards;
- e. Preparing, printing, and mailing official Club ballots;
- f. Notifying Officers and Directors of their election to office;
- g. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; and
- h. Carrying out other such duties as are prescribed in these bylaws.

Section 3.4. Treasurer. 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 accurate, up to date, and open to inspection by the board. 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. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Club shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority 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 resulting vacancy in the office of Vice President shall be filled by the board.

Section 5. Compensation. The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Bi-Annual Election. The election of Officers and directors shall be conducted by secret written/online ballot, except that if no nominations are received by the Secretary as provided in Article V, Section 2, no ballot will be necessary. In this case, the persons selected by the board will be declared elected by the Secretary on December 31st of the election year. If additional nominations have been made as provided in Article V, Section 2.4, the secretary shall report the results of the election. The nominated candidate receiving the greatest number of votes for each office or position on the board shall be declared elected. In absence of a committee, the existing board will assume the duties of the nominating committee.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2.1. Candidates. The board shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The board should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position. The board shall submit its slate of candidates to the Secretary not later than December 15th.

Section 2.2. Additional Nominations. Additional nominations of eligible members may be made by written petition signed by ten percent of the Club members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before December 15th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position. No person can be nominated or serve on this board if convicted dog related crime of abuse.

Section 2.3. Counting The Ballots. Ballots are to be counted same day if election is conducted at meeting, or at the closing day of online election.

2.6. Election Results. Election results will be announced by the Secretary at the closing of the election, no later than December 31st of the election year.

Section 2.7. Change of Officers and Board Members. The newly-elected Officers and board members shall take office January 1 of the new election term.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.

Section 2. Loans. No loan shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by the Club Treasurer, or such agent or employee of the Club and in such a manner as shall from time to time be determined by the board.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Club or to aid the board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

Section 1. 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 \$25.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than 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 respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 2. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Club for not more than six months from the date of the hearing. If the Board 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 respondent'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 3. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. 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 percent of the membership 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 the recommendations of the board by the Secretary for a vote at the time of the annual election subsequent to the date when the petition was received by the Secretary.

Section 2. Publishing Proposed Amendments. Proposed amendments must be published in the website with the recommendations of the board. The Secretary shall mail/email to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed or posted on the club website. The same ballot form may be used for proposed amendments as for the annual election of Officers and board members.

Section 3. Voting Procedures. Proposed amendments to the constitution and bylaws may be included on the same ballot used for the annual election of board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

Article X. Dissolution.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, 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.

Article XI. Order of Business.

Section 1. Club Meetings. 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:

- Call to Order
- Visitor concerns/Public comments
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

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

- Call to Order
- Visitor concerns/Public comments
- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- Election of new members
- New business
- Adjournment

Article XII. 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.