

Napa Valley Dog Training Club, Inc.

Constitution

Article I Name and Objects

Section 1 Name

The name of the club will be the Napa Valley Dog Training Club, Inc.

Section 2 Objects

The objectives of the Club will be to:

- a) Promote the training of purebred dogs;
- b) Disseminate knowledge regarding obedience training;
- c) Conduct classes for the training of dogs and their handlers;
- d) Encourage the training of judges;
- a) Hold and support trials, tests, and sanctioned matches, and any other American Kennel Club event for which the club is eligible, under the rules and regulations of the American Kennel Club; and
- e) Promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

Section 3 Profit of Club

As provided in the Articles of Incorporation, no member or group of members will be entitled to any pecuniary gain or profits as a result of the activities of the Club, except that a member may receive payment for performing professional services for the Club, as defined and limited by the action of the Board of Directors.

Section 4 Bylaw Changes

The members of the Club will adopt and may, from time to time, revise such Bylaws as may be required to carry out these objectives.

Section 5 Powers of Incorporation

To the extent provided in the Articles of Incorporation and these Bylaws, the powers of the corporation will be vested in the Board of Directors, whose names appear on the books of the Club as members thereof.

Bylaws

Article I Club Membership

Section 1 Eligibility

Membership is open to all who support the purposes and objectives of the Napa Valley Dog Training Club, Inc. A member in good standing will abide by the Bylaws of this Corporation, the club policies, and the rules and regulations adopted by the organization. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the dog owners, breeders and exhibitors in its immediate area.

Section 1A Types of Membership

There will be two types of membership offered to any person in good standing with the American Kennel Club and who subscribes to the purposes of this Club.

- a) Regular Membership will be open to all individuals or family couples eighteen (18) years of age or older, each of whom enjoys all privileges of the Club including one vote per person and holding office.
- b) Junior Membership will be open to all persons ten (10) to seventeen (17) years of age, providing the junior member shows maturity to handle training. Junior members may not vote or hold office.

Section 2 Dues and Training Fees

The Board of Directors will recommend the amount of training fees and annual dues to the membership. Each member will be advised in writing when a change is recommended. This notice will be sent out at least thirty (30) days before the meeting in which such recommendations will be presented. The changes will be approved by a quorum vote of the membership, as described in Article II, at the meeting following the notice of change.

- a) Dues for membership will be reviewed by the Board of Directors on an annual basis. Decreases or increases of dues will be recommended to the general membership on an as needed basis.
- b) Members joining after July 1 of any year will pay prorated dues on a quarterly basis for the remainder of the calendar year.
- c) Dues are payable on January 1 and delinquent if not received by February 1 of each calendar year. In cases of individual hardship, the Board of Directors may extend this grace period. Such extensions will be considered upon written request and on a case-by-case basis.
- d) No member may vote at any club meeting or pay the membership rate for training whose dues are not paid for the current year.
- e) Dues are not refundable.

Section 3 Election to Membership

Each applicant for membership will apply on a form approved by the Board of Directors and which will provide that the applicant agrees to abide by the Club's Constitution and Bylaws and the rules and regulations of the American Kennel Club. The application will state the name, address, and occupation of the applicant, the names and breeds of dogs owned, and it shall carry the endorsement of two members in good standing. Accompanying this application, the prospective member will submit annual dues.

- a) All applications are to be filed with the Secretary or Chairperson of the Membership Committee. Each application is to be read at the first General Club Meeting attended by the applicant. At this time, the application will be voted upon and affirmative votes by secret ballot from two-thirds (2/3) of the members present are required to elect the applicant to membership. At the discretion of the Board of Directors, the applicant may / may not be requested to leave the room while the vote is taken.
- b) Following the approval, the newly affirmed member will receive a copy of the Constitution, Bylaws and club policies, thereby agreeing to abide to the rules and regulations set forth by this Club.
- c) Applicants for membership, who have been rejected by the Club, may not reapply within six-months (6) after such rejection.

Section 4 Termination of Membership

Termination of membership does not relieve the retiring member from payment obligations for services rendered, trophy pledges, advertising commitments or other pledged donations made by the member, nor does it relieve any obligation for damages incurred by the member and/or their pet(s). It also does not diminish any right of the corporation to enforce such obligations or obtain damages for its breach. Membership may be terminated by:

- a) Resignation: Any member in good standing may resign from the Club at any time upon written notice to the Secretary. Resignation does not allow for any refund of dues or training fees.
- b) Lapsing of Dues: A membership will be terminated if such member's dues remain unpaid after February 1 of each calendar year. Anyone whose membership has lapsed must pay outstanding dues and submit a written request for reinstatement for membership. This reinstatement must be approved by a three-fourths (3/4) vote of the members present at a club meeting. Upon payment of the dues and any late fees assessed, this member will be restored to active status. The reinstated member must pay the nonmember rate for training as described in the club policies.

- c) Expulsion: A membership may be terminated by expulsion as provided in Article VI, Section 4 of these Bylaws. Expulsion does not allow for any refund of dues or training fees.

Article II Meetings and Voting

Section 1 General Club Meetings

The purpose of General Club Meetings will be to provide information to the general membership on activities, including but not limited to decisions of the Board of Directors governing the organization. A minimum of six (6) such meetings of the Club will be held in Napa County at such date, hour and place as may be designated by a quorum of the Board. Written notice of each such meeting will be mailed by the Secretary, or a person appointed by the Board, at least ten (10) days prior to the date of the meeting. A quorum for such meetings will be 20% of the voting membership in good standing.

Section 1A Order of Business at General Club Meetings

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

- Roll call
- Reading of Minutes of the last General Meeting
- Report of the Board of Directors
- Report of the Officers
- Report of Committees
- Election of Officers and Directors (at the Annual Meeting)
- Unfinished Business
- New Business
- Election of New Members
- Adjournment

Section 2 Special Club Meetings

Special Club Meetings may be called by a quorum of the Board of Directors or by the Secretary upon written receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings will be held in Napa County at such date, hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting will be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice will state the purpose of the meeting and no other Club business may be transacted thereat. A quorum for such meetings will be twenty percent (20%) of the voting membership in good standing.

Section 3 Board of Director Meetings

Meetings of the Board of Directors will be held in Napa County at least bimonthly, at such date, hour and place as may be designated by a quorum of the Board. Written notice of each such meeting will be mailed by the Secretary, or a person appointed by the Board, at least five (5) days prior to the date of the meeting. A quorum for such meetings will be a majority vote of the full membership of the Board. In an absence of a quorum, no business will be transacted.

Section 3A Order of Business at Board of Director Meetings

At meetings of the Board of Directors, the order of business, unless otherwise directed by a quorum vote, will be as follows:

- Roll call
- Reading of Minutes of the last meeting
- Report of the Officers

Report of Committees
Unfinished Business
New Business
Adjournment

Section 4 Special Board of Director Meetings

Special Meetings of the Board of Directors may be called by the Secretary upon receipt of a written request by at least three directors. Such special meetings will be held in Napa County at such date, hour and place as may be designated by the Secretary. Written notice of each such meeting will be sent by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice will state the purpose of the meeting and no other business of the Club will be transacted thereat. A quorum for such meetings will be a majority vote of the full membership of the Board, unless otherwise noted in these Bylaws. In an absence of a quorum, no business will be transacted.

Section 5 Voting

Upon election to Regular Membership each member in good standing, whose fees are paid for the current year, will be entitled to one vote at any General or Special Club Meeting at which he or she is present. Proxy voting will not be permitted at any club meeting or election.

Article III Board of Directors and Officers

Section 1 Board of Directors

The organization and its affairs will be governed by the membership through its Board of Directors. These directors will perform the duties prescribed by these Bylaws and any other parliamentary authority adopted by the organization. Each director has a duty to Napa Valley Dog Training Club, Inc. to perform in good faith, in a manner that is in the best interest of the organization, and with the reasonable care of an ordinary prudent person under similar circumstances.

- a) The Board of Directors will number 9 members, and will consist of the President, Vice-President, Secretary, Treasurer, and four additional club members in good standing, nominated and subsequently elected from the general membership.
- b) All directors will have voting privileges.
- c) The Past President is considered a director with voting privileges subsequent to serving after his/her term, providing the officer completed his/her full term.

Section 1B Authority

The Board of Directors will have full power and authority over the affairs of the organization, except for the election and removal of officers and directors which will be done by the general membership. The Board will have the power to make and act upon financial decisions (including the appropriation of group equipment) in expenditures of less than two-hundred and fifty dollars (\$250) without concurrence of the membership, but at the next meeting of the Club will report their actions. The Board will submit all other expenditures, except in the case of an emergency, for consideration of the membership for approval. At its discretion and with a proper vote, the Board may add or dissolve committees (other than those noted in these Bylaws) as they deem necessary. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee.

Section 1C Term of Office for Board of Directors

The term of office for the Board of Directors will be one (1) year commencing on January 1 of each calendar year. Each retiring director will turn over to his/her successor all properties and records relating to that position on January 1 of each calendar year.

Section 1D Term Limits for Board of Directors

No member will serve as a director for more than seven (7) consecutive terms. At the completion of the seventh year, the member must step off the Board for at least one (1) full year before seeking a subsequent position. However, if nominations for the Board do not reach the minimal number by the end of the October General Meeting (as noted in these Bylaws), an incumbent director, if agreeable and with a quorum vote of the Board, may continue to serve on the Board for an additional year. In cases where an extension to the term limit has occurred, the Secretary will make a note of it in the recorded meeting minutes and/or permanent record.

Section 2 Officers

The officers of the corporation will be a President, a Vice-President, a Secretary, and a Treasurer, who together with the Board of Directors, will perform the duties prescribed by these Bylaws and any other parliamentary authority adopted by the organization. Officers will serve in their respective capacities both with regard to the Club and its meetings, and the Board and its meetings. Such officers will always be subject to the authority of the Board and will submit reports of all activities and recommendations to the Board. An officer has a duty to Napa Valley Dog Training Club, Inc. to perform in good faith, in a manner that is in the best interest of the organization, and with the reasonable care of an ordinary prudent person under similar circumstances.

- a) The President will preside at all meetings of the Club and the Board, and will have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Bylaws.
- b) The Vice-President will have the powers and exercise the duties of the President in case of the President's absence, death or incapacity. The Vice-President will act as the Chairperson of the Membership Committee (as described in Article 1), serve as Program Chairman and arrange for topics and guest speakers for club meetings, and take on additional duties assigned to him/her from time to time by the President.
- c) The Secretary will keep a record of all meetings of the Club and the Board, and of all matters of which a record will be ordered by the Club. He/she will oversee Club correspondence, notify members of meetings, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in the Bylaws.
- d) The Treasurer's duties will be as follows:
 - 1) The Treasurer will collect and receive all moneys due or belonging to the Club and receipt therefore. He/she will deposit same in a bank, which is satisfactory to the Board, in the name of the Club. His/her books will at all times be open to inspection of the Board, he/she will report to them at every meeting the condition of the Club's finances, and every item or receipt or payment not before reported.
 - 2) An audit will be made at the end of the fiscal year by an Auditing Committee, appointed by the Board. This committee will consist of three members, and will examine the records of the Treasurer during the last month of each fiscal year and report its findings to the Club at the next General Club Meeting.

Section 2A Term of Office for Officers

The term of office for the officers will be one (1) year commencing on January 1 of each calendar year. Each retiring officer will turn over to his/her successor all properties and records relating to that office on January 1 of each calendar year.

Section 2B Term Limits for Officers

No member will serve as an officer for more than three (3) consecutive terms. At the completion of the third year, the member must step down as an officer for at least one (1) full year before seeking a subsequent office. However, if there are no nominations for an office by the end of the October General Meeting, the incumbent officer, if agreeable and with a quorum vote of the Board, may continue to serve in their position for an additional year. In cases where an extension to the term limit has occurred, the Secretary will make a note of it in the recorded meeting minutes and/or permanent record.

Section 2C Restrictions

Officers will not appropriate group funds or equipment, nor will they have the ability to create or change group policies, guidelines or procedures, without prior approval from the Board.

Section 3 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 a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

Section 4 Resignations

A director and/or officer may resign by giving written notice to the Board of Directors, the President or the Secretary. This notice is effective when given, unless a later effective date is specified. If a later date is specified, a successor may be elected to take office when the resignation becomes effective.

Section 5 Removal

Three unexcused absences by a director and/or officer from board meetings within any six-month period of time, may be grounds for removal from the Board of Directors. A director and/or officer may be removed from office with or without cause by an act of the general membership. Such calls for removal must be presented and voted on at a General or Special Club Meeting, and removals must pass with a two-thirds (2/3) vote of the general membership present at this meeting. Written notice to the terminated director and/or officer will be sent by the Secretary or other appointed member of the Board.

Article IV Committees

Section 1 Appointing of Committees

The Board of Directors may, each year, appoint Standing and Special Committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields or projects which may well be served by committees. A committee member has a duty to Napa Valley Dog Training Club, Inc. to perform in good faith, in a manner that is in the best interest of the organization, and with the reasonable care of an ordinary prudent person under similar circumstances. Such committees will always be subject to the authority of the Board and will submit reports of all activities and recommendations to the Board each month. Each retiring committee member will turn over to his/her successor all properties and records relating to that position on January 1 of each calendar year, or unless otherwise requested by the Board of Directors.

Section 2 Restrictions

Committees will not appropriate group funds or equipment, nor will committees have the ability to create or change group policies, guidelines or procedures, without prior approval from the Board.

Section 3 Resignations

A committee member may resign by giving written notice to the Board of Directors, the President or the Secretary. This notice is effective when given, unless a later effective date is specified. If a later date is specified, a successor may be elected to take office when the resignation becomes effective.

Section 4 Terminating Committees & Removal of Committee Members

Any appointed committee (other than those noted in these Bylaws) and/or committee member may be terminated with or without cause by a quorum vote of the Board of Directors. Upon written notice to the appointee, the Board may appoint successors to those persons whose service has been terminated. All committees are subject to the final authority of the board.

Article V The Club Year, Annual Meeting and Elections

Section 1 Club Year

The Club's fiscal year will begin on the first day of January and end on the thirty-first day of December.

Section 2 Annual Meeting

The Annual Meeting will be held in the month of November at which time elections for the directors and officers for the ensuing year will take place as described in Section 5 of this Article.

Section 3 Nominations

During the month of August the Board will select a Nominating Committee, consisting of three members and two alternates, not more than one of whom may be a current director. The Board will name a chairperson of this committee and it will be their duty to call a committee meeting, to be held on or before September fifth.

- g) The committee will nominate one candidate for each position on the Board of Directors and for Officers of the Corporation, as described in these Bylaws. No person may be a candidate for a club election who has not been nominated and is not a member in good standing. No person may be a candidate for more than one office.
- h) Consent of the nominees must first be obtained by the committee, who will then report their nominations immediately to the Secretary in writing.
- i) Upon receipt of the Nominating Committee's report and at least two weeks prior to the October General Meeting, the Secretary or a person appointed by the Secretary, will notify each member in writing of the candidates so nominated.
- j) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated does not decline when his/her name is proposed, or if the proposed candidate is not in attendance at this meeting, his proposer will present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. The additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nomination Committee.
- k) Any nominee refusal must be made in writing and submitted to the Board within fifteen (15) days prior to the Annual Meeting.

Section 4 Elections

Members of the Board of Directors and Officers of the Corporation will be elected by:

- a) **Ballot Voting:** When more than one member is considered for a position on the Board of Directors and/or as an officer, a ballot vote will be called. This election will occur at the Annual Meeting held in November of each calendar year through a secret written ballot in accordance with Section 3 of this Article. When a ballot vote is called, two (2) members in good standing and not on the ballot, will be selected to distribute, collect and tally the votes. The nominated candidates receiving a majority of votes for each office and Board position will be declared elected. Records of the vote count will be kept by the Secretary.
- b) **Uncontested** If upon the opening of the Annual Meeting it is determined that only one candidate is running
Slate: for each position, no ballot vote will be called. All candidates nominated will be considered elected to office and will assume their positions as described in this document.
- c) **Vacancies:** Any vacancies caused by the removal, resignation, incapacity or death of a current director and/or officer may be filled for the remainder of the unexpired term by any member in good standing and with a quorum vote of the general membership at a General or Special Club Meeting. (The only exception to this condition is if a vacancy occurs in the office of President, which will be filled by the Vice-President for the remainder of the unexpired term.) Nominations can be made by either the Board of Directors or any member in good standing. Consent of the nominee must first be obtained and then reported to the Secretary in writing.

Provided that the person so nominated does not decline when his/her name is proposed, or if the proposed candidate is not in attendance at the meeting in which a vote will be called, his proposer will present to the Secretary a written statement from the proposed candidate signifying his willingness to accept the nomination.

Article VI Discipline

Section 1 American Kennel Club

Any member who is suspended from the privileges of the American Kennel Club automatically will be suspended from the privileges of this Club for a like period.

Section 2 Charges

Any member may prefer charges against another member for alleged misconduct, prejudicial to the best interests of the Club, or the sport of purebred dogs. The Board of Directors will 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 the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of ten dollars (\$10) which will be forfeited if such charges are not sustained. The Secretary will promptly notify the Board which will meet and fix a date for a board hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary will promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in this own defense and bring witnesses if he wishes.

Section 3 Board Hearing

The Board of Directors will have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant will 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 a quorum vote, may reprimand the defendant or suspend the defendant from all privileges of the Club for not more than six-months from the date of the hearing. If it deems the punishment insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case, the suspension will not restrict the defendant's rights to appear before his/her fellow members at the ensuing Club meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings will be put in written form and filed with the Secretary. The Secretary in turn will 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 of Directors' recommendation as provided in Section 3 of this Article. Such proceedings may occur at a General or Special Meeting of the Club, to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant will have the privilege of appearing in his own behalf, though no evidence will be taken at this meeting. The President will read the charges and the Board's findings and recommendations, and will invite the defendant, if present, to speak in his own behalf if he wishes. A two-thirds (2/3) vote by secret ballot of those present at this meeting will be necessary for the expulsion. If expulsion is not so voted, the Board's suspension will stand.

Article VII 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 twenty-percent (20%) of the membership in good standing. Amendments proposed by such a petition will be promptly considered by the Board and must be submitted to the members by the Secretary with recommendations of the Board for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2 Approval of Amendments

The Constitution and Bylaws may be amended by a two-thirds (2/3) secret vote of the general membership present at any General or Special Club Meeting provided the proposed amendments have been included in the notice of the meeting and each member has the opportunity to review the amendments at least two (2) weeks prior to the date of the meeting.

Article VIII Indemnity

The Corporation agrees to indemnify any director or officer, or former director or officer of the corporation, against liability and expenses actually and necessarily incurred by him/her in connection with defense of any action or proceeding in which he/she is made a party by reason of being or having been such director or officer up to two hundred dollars (\$200), except in relation to matters as to which he/she will be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty; but such indemnification will be deemed exclusive of any other rights of the fore mentioned above.

Article IX Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property, proceeds or assets of the Club will be distributed to any member. After payment of all debts of the Club, its property and assets will be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

Article X Parliamentary Procedure

The rules contained in the current edition of ARobert's Rules of Order, Newly Revised@ shall govern the club in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the club may adopt.