



Constitution

Est February 2022

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be Kromfohrlander Club of America.

SECTION 2. The objects of the club shall be:

- A. To encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- B. To urge members and breeders to accept the Standard of the breed as approved by The American Kennel Club as the only Standard of excellence by which the Kromfohrländer shall be judged
- C. To conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of The American Kennel Club.
- D. To encourage and promote quality in the breeding of purebred Kromfohrlanders and to do all possible to bring their natural qualities to perfection
- E. To do all in its power to protect and advance the interests of the breed by encouraging sportsman-like competition at all events held under AKC Rules and Regulations, like:
 - a. Dog shows.
 - b. Obedience and Rally trials.
 - c. Tracking tests.
 - d. Agility trials.
- F. To conduct sanctioned matches under the AKC Rules and Regulations, such as:
 - a. Dog shows
 - b. And any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. The club is a 501(c) 7 Non-profit Organization (NPO) and 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. It is the policy of the Kromfohrlander Club of America, NPO, to prohibit unlawful discrimination and harassment of any type and to provide equal consideration to all applicants, without regard to political or religious opinion or affiliation, race, color, sex, national origin,

ancestry, age, disability, genetic information, veteran status, or any other reason prohibited by law.

SECTION 5. 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 (3) types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. 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. The three (3) types of membership will be Single, Household, and Foreign. Single and Household members will have one vote per household. Foreign members will not have voting privileges but will be included in various aspects of the club. It is the policy of the Kromfohrlander Club of America, NPO, to prohibit unlawful discrimination and harassment of any type and to provide equal consideration to all applicants, without regard to political or religious opinion or affiliation, race, color, sex, national origin, ancestry, age, disability, genetic information, veteran status, or any other reason prohibited by law.

SECTION 2. *Dues.*

Membership dues shall not exceed \$50 USD per year for a single membership and \$75 USD per year for a household. This will be payable by electronic means on or before the 1st day of January of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of November, the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

SECTION 3. *Election to Membership.*

Each applicant for membership shall apply on a form as approved by the board of directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of The American Kennel Club.

Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year. All applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by secret ballot at the next meeting of the Board. An affirmative vote of $\frac{2}{3}$ of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the club can reapply six months after the date of rejection.

SECTION 4. *Termination of Membership.*

Memberships may be terminated: (a) by resignation. Upon written notice to the Secretary. (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting. (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

SECTION 1. *Annual Meeting of Members.* The annual meeting shall be held in conjunction with the National Specialty, if possible, and/or at a place, date and hour designated by the Board of Directors. Notice of the Annual Meeting of Members in good standing shall be mailed or e-mailed by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for this Annual Meeting of Members shall be twenty percent (20%) of the members in good standing. Non-voting members do not count towards the determination of a quorum.

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 may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings may be held in person or by electronic, virtual, teleconference, or any other methods as may be developed, within the USA, designated by the

person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Secretary ten (10) 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 eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3. *Board Meetings.* Meetings of the Board may be held each month and may be held in person or by electronic, virtual, teleconference, or any other methods as may be developed, as designated by the Board. Written notice of each such meeting shall be sent ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

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 three members of the Board. Such special meetings may be held in person or by electronic, virtual, teleconference, or any other methods as may be developed. Written notice of such a meeting shall be sent via email by the Secretary ten (10) 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 there. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 5. *Notifications.* Provided it does not conflict with any other provisions of these Bylaws, and in accordance with AKC policy, the use of electronic communication by the Club is allowed. The Club may send members notification of club meetings, dues notices, minutes and newsletters and board members notification of board meetings electronically via email or posting to the Club's website provided that the member or board member has signed an authorization agreeing to this method of communication, which is revocable and releases the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club's control. Notwithstanding the foregoing, the Club may elect to send members or board members notifications via regular mail.

SECTION 6. *Voting.* Voting shall be limited to those members in good standing who are present at the annual membership meeting and whose dues are paid for the Financial/Fiscal year. Except for the annual election of officers and amendments to the constitution and bylaws, and the standard for the breed, which shall be decided in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs, the board of directors may decide to submit other specific questions for the decision of the members. Voting by proxy shall not be permitted.

ARTICLE III

Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be composed of the officers, all of whom shall be members in good standing and all of whom shall be elected for two (2) year terms as provided in Article IV and shall serve until their successors are elected. The year for election of President, Treasurer, Corresponding Secretary and Board Member-at-Large positions 1 and 2 shall be odd numbered years and alternate with even numbered years for election of Vice-President, Recording Secretary, Board Member-at-Large positions 3 and 4. General management of the club's affairs shall be entrusted to the Board.

SECTION 2. *Officers.* The club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and four Board Members-at-Large, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings. The Board will consist of nine (9) members. All Board members must be in good standing with AKC and their membership dues must be current.

- (a) 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 same individual will only be allowed to serve as president for two consecutive terms unless there are no other qualified candidates.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Recording Secretary shall keep a record of all meetings of the club and of the Board and of all votes and of all matters of which a record shall be ordered by the club (i.e.. Agenda, Board Meeting Minutes, etc.) If both the President and Vice-President are absent, it is the Recording Secretary's duties to call the meeting to order and conduct the meeting according to the Agenda.
- (d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club who are in good standing with their addresses which shall be sent to any member in good standing upon written request not

more than once a year, and carry out such other duties as prescribed in these bylaws
Correspondence and notifications can be delivered electronically by email, instant messaging, video calls, phone calls, and text messages.

(e) The Treasurer shall collect and receive all monies due or belonging to the club. Money shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported, and at the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall create budgets. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

(f) Among other duties, the Board Members-at-Large shall support the board, organize committees as needed, and provide club support. One Board Member-at-Large shall act as AKC Liaison while in the AKC Foundation Stock Service, and also when the Kromfohrlander moves to the AKC Miscellaneous class. One Board Member-at-Large shall act as International Liaison to support and report communication to and from the International Clubs.

SECTION 3. *Vacancies.* Vacancies can be filled in either of the following ways: Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

SECTION 4. *Board Member Relations.* No two people with direct relationships will be allowed to serve on the board at the same time. This includes husband/wife, child/parent, or other closely related individuals. Nepotism is not allowed.

ARTICLE IV

The Club's Financial/Fiscal Year, Official Year, Annual Election, Nominations, Elections

SECTION 1. *Financial/Fiscal Year.* The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Official Year.* The Club's official year shall begin on the first day of June and shall continue thru the last day of May. The elected officers and directors shall take office on the first day of June and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by the last day of June.

SECTION 3. *Annual Election.* For the election of board officers and directors, the vote shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary, or an independent professional firm designated by the Board, by May 15th. Ballots shall be counted by an independent professional individual or firm chosen by the Board to send, receive, and count the ballots. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

SECTION 4. *Nominations.* No person may be a candidate in a club election who had not been nominated in accordance with these bylaws. At the first Board of Directors meeting in January, the Board shall select the Nominating Committee Chairperson. The committee will consist of three (3) members and two (2) alternates, all in good standing, not more than one of whom may be a member of the Board. It shall be such the Chairperson's duty to call a committee meeting, which shall be held on or before March 15th. The Nominating Committee may conduct its business by mail, telephone, email, fax machine or other electronic means.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) eligible candidate for each vacant office and for each position on the Board of Directors scheduled to be filled in the upcoming election and shall procure the acceptance and resume of each nominee so chosen. The committee shall immediately report their nominations to the Corresponding Secretary in writing by April 15th. The slate of nominees shall include the full name of each candidate, the name of the State in which each candidate resides, and a résumé for each candidate.

(b) Nominations of eligible members may be made by written petition addressed to the Corresponding Secretary with the original petitions being received at his/her regular postal mailing address on or before April 15th, accompanied by the written acceptance of each such nominee signifying his/her willingness to be a candidate and a résumé of each nominee. Only members in good standing can hold office or be candidates for office. No person may be a candidate for more than one position.

(c) If no valid additional nominations are received by the Corresponding Secretary, and there is only one nominee for each open position, the Nominating Committee's slate shall be declared elected and no balloting will be required. The Corresponding Secretary shall compile the list of candidates, including the full name of each candidate, the name of the state in which the candidate resides, and the résumé of each candidate to each member of the Club in the manner provided by Article II, Section 5, and declare the slate elected.

(d) If one or more positions has more than one nominee, on or before May 1st, an electronic ballot shall be emailed to each member in good standing with a listing of all the nominees with the names of the states in which they reside, and the résumé of each nominee. The inspectors of the election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior and shall certify the eligibility of the voters as well as the results of the voting which shall be announced in the Newsletter and in the manner provided by Article II, Section 6.

SECTION 5. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before April 15th the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Committee members must be members in good standing. Each designated committee will have a Head or Chairman of the Committee. This person will be dedicated to upholding the by-laws and constitution of the club and will report their activities to the Vice-President to keep a connection with the Board. The Board should be a support and guide for the Heads of committees. Club members are encouraged to participate in committees, and support will be provided to those who choose to serve but have no experience in the committees and need guidance.

Committees will include, but not be limited to:

- Newsletter Committee
- Membership Committee
- Judges Education Committee
- Breeder Support, Education & Mentorship
- Breeder Referral Committee
- Health and Genetics Committee
- Rescue Committee

SECTION 3. Each committee shall have a Board Member to whom it reports and who is responsible for oversight of the committee and for reporting on the activities of the committee to the Board. Each committee shall annually submit a budget to the Board of Directors for

approval. Expenditures beyond those approved in the budget must be approved by the Board before those expenditures may be made.

SECTION 4. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon notice to the appointee in the manner provided by Article II, Section 5; 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 any of the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

SECTION 2. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member 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 interests of the club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board or a committee appointed by the Board not less than four (4) weeks nor more than eight (8) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or another form of receipt or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. *Board Hearing.* If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also

recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee 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 or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall vote by secret ballot on the proposed expulsion. A $\frac{2}{3}$ vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 10 percent of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution, bylaws or the standard for the breed may be amended by a $\frac{2}{3}$ secret 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 sent via USPS and/or via sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Club, to each member at least two weeks prior to the date of the meeting. No amendment to the constitution 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 $\frac{2}{3}$ 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 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 unless otherwise prohibited by State Law.

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 these bylaws and any other special rules of order the club may adopt.