



The KCA Constitution and Bylaws are hereby respectfully submitted for approval  
by the Board of Directors of the American Kennel Club

The Kromfohrlander Club of America (KCA) is recognized as the Official Parent Club for Kromfohrlanders in the United States of America by the American Kennel Club. Est. 2022

## **Constitution and Bylaws of the Kromfohrlander Club of America**

**Voted and Approved October 16, 2025**

### **CONSTITUTION**

Section 1. Parent Club Name: Kromfohrlander Club of America. A 501(c)(7) Nonprofit

Section 2. The objects of the Club shall be:

- a. to encourage and promote quality in the breeding of pure-bred Kromfohrlanders and to do all possible to bring their natural qualities to perfection;
- b. 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;
- c. 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 Kromfohrlander shall be judged;
- d. to do all in its power to protect the breed against commercial exploitation and encourage sportsmanlike competition at dog shows and all companion and performance events;
- e. to conduct sanctioned matches, specialty shows, companion and performance events for which the club is eligible under the rules and regulations of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit. 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 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, gender identity, sexual orientation, 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 five (5) types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. The five (5) types of membership will be Individual, Household, Junior, Foreign, and Honorary.

- a. Individual membership is available to all persons aged eighteen and older who live in the United States. Individual members are entitled to all Club privileges, including voting rights and the ability to hold office.
- b. Household membership is available to two persons aged eighteen and over who live in the same household within the United States. Each household member is entitled to all Club privileges, including voting rights and the ability to hold office.
- c. Junior Membership is open to all persons under the age of eighteen residing in the United States. Junior members are ineligible to vote or hold office and do not contribute to achieving a quorum. Upon their 18<sup>th</sup> birthday, Junior members may apply to convert to the appropriate membership.
- d. Foreign membership is available to all individuals aged eighteen and older who are not U.S. residents. Foreign members are not eligible to vote or hold office and do not contribute to achieving a quorum.
- e. Honorary Membership is approved and may also be revoked by a majority vote of the Board. Honorary members do not have to pay dues; however, if eligible (under Section 1. a), Honorary members may also hold a separate Individual Membership in which they will pay dues and be entitled to vote and hold office.

#### *Section 2. Dues.*

Membership dues shall be determined by the board and adjusted as needed. Dues shall not exceed \$50 per year for an Individual membership and \$75 per year for a Household membership. During the month of November, the Treasurer shall send each member a statement of dues for the ensuing

year. Dues are payable on or before January 1<sup>st</sup> of each year. No member may vote whose dues for the current year have not been paid.

#### *Section 3. Election to Membership.*

Each applicant for membership shall apply on a form approved by the Board of Directors, which shall require the applicant to agree to abide by the KCA Constitution and Bylaws, as well as the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit payment of dues for the Fiscal year. Applicants' names may appear in Club publications. All membership applications, upon completion of the review process, shall be voted upon by the Board and require an affirmative vote of 2/3 of the Board of Directors. No member may transfer their membership in the Club, or any right arising therefrom, to any other person or entity. Applicants for membership who the Board has rejected can reapply twelve (12) months after the date of rejection.

#### *Section 4. Termination of Membership.*

Memberships may be terminated:

- a. by death or resignation. The death of any member terminates the membership. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Membership Dues are not considered a debt to the Club.
- b. by lapsing. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of March 1st; 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 whose membership dues are not current.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## **ARTICLE II – Meetings, Notifications, Voting**

#### *Section 1. General Membership Meeting.*

The General Membership Meeting shall be held in conjunction with the KCA National Specialty, if possible, and/or at a place, date, and hour designated by the Board of Directors. The Board shall call for a General Membership Meeting by August 31<sup>st</sup> of each year. Notice of the General Membership Meeting shall be sent by the Corresponding Secretary to each member in good standing at least thirty (30) days prior to the date of the meeting. The quorum for the General Membership Meeting shall be ten percent (10%) of the voting 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 of Directors who are present at a meeting of the Board, or by a written petition received by the Corresponding Secretary, signed by twenty percent (20%) of the membership who are in good standing. Special Club Meetings shall be held at a place, date, and hour designated by the Board of Directors. Such Special Club Meetings may be held in person, virtually, or via teleconference. Written notice of such a meeting shall be sent by the Corresponding Secretary at least fourteen (14) 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 (10) ten 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 and Board Business.*

- a. **Board Meetings.** Meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the Board. Meetings are defined as gatherings where attendees see and/or hear each other. Board meetings may be conducted in person, virtually, or via teleconference. Written notice of each such meeting shall be sent no less than ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.
- b. **Board Business.** Subject to applicable state law, the Board of Directors may also conduct business in person, virtually, via teleconference, mail, email, and any other permissible forms of electronic communication as may be developed and designated by the Board. Items voted upon other than at meetings (described in Section 3. a.) must be confirmed in writing by the Recording Secretary within fourteen (14) days and must reflect the presence of a quorum. In accordance with AKC policy, the following precautions must also be in place.
  - Every Board member must have the ability to participate.
  - A procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members.
  - A mechanism must be in place to verify that the eligible Board members are “listening.”
  - All Board members must agree to participate in this manner.

### *Section 4. Special Board Meetings.*

Special Meetings of the Board may be called by the President or upon receipt by the Corresponding Secretary of a written request signed by at least four members of the Board. Special Board meetings may be held in person, virtually, or via teleconference. Written notice of such a meeting shall be sent by the Corresponding Secretary at least 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 thereat. The quorum for such a meeting shall be a majority of the Board.

### *Section 5. Notifications.*

In accordance with State law and AKC policy, the use of electronic communication by the Club is allowed. The Club assumes no liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control.

### *Section 6. Voting.*

At the General Membership Meeting, or a Special Meeting of the Club, voting shall be limited to members in good standing who are present and have paid their dues for the current 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 State Law, and AKC's procedure on Electronic Balloting for AKC Parent Clubs, the Board of Directors may choose to submit other specific questions for the decision of the members. Voting by proxy shall not be permitted.

## **ARTICLE III - Directors, Officers, AKC Delegate, Board Vacancies, Changes, and Relations**

### *Section 1. Board of Directors.*

The Board of Directors will consist of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and up to four (4) Members at Large, all of whom shall be regular members in good standing, residents of the United States, and whose membership dues are current. Unless otherwise permitted by a majority vote of the Board, to serve on the KCA Board, members must own a Kromfohrlander that permanently resides in their home.

The Board shall be elected for two (2) year terms as provided in Article IV and shall serve until their successors are elected. The year for the election of President, Treasurer, Corresponding Secretary, and Member-at-Large positions 1 and 2 shall be odd-numbered years, alternating with even-numbered years for the election of Vice-President, Recording Secretary, and Member-at-Large positions 3 and 4. General management of the Club's affairs shall be entrusted to the Board. Among other duties, the Members-at-Large shall support the Board, organize committees as needed, assist in special projects as designated by the Board, and provide support to the Club.

### *Section 2. Officers.*

The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- 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 eligible 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. The Vice President shall be a second signatory on banking documents. The Vice President shall provide oversight and serve as the liaison to the Board of Directors for committees, ensuring they submit regular, relevant, timely reports and budget proposals, and maintain continuity with the Board.
- 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, Voting, etc.). If both the President and Vice-President are absent, it is the Recording Secretary's duty to call the meeting to order and conduct the meeting according to the agenda.
- d. The Corresponding Secretary shall have charge of the correspondence as determined by the Board, notify members of meetings, notify the Board of meetings, notify Officers and Directors of their election to office, and maintain a Board calendar. The Corresponding Secretary shall carry out such other duties as prescribed by the board and in these bylaws. Correspondence and notifications, unless otherwise specified in these bylaws, can be delivered electronically by email, instant messaging, video calls, phone calls, teleconference, text, or any other method as may be developed, as designated by the Board. The Corresponding Secretary shall be charged with Voting duties for the Club. If, for any reason, the Corresponding Secretary is unable to perform the Voting duties, the responsibility will fall to the Vice President.
- 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. Monthly reports shall be prepared and presented at every Board meeting, detailing the club's financial condition and all items of receipt or payment not previously reported. At the general membership meeting, an accounting shall be rendered of all money received and expended during the previous fiscal year. 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. The Treasurer shall have charge of and be responsible for the financial records of the Club. This includes informing the Board of upcoming deadlines in advance and calendaring them, as well as ensuring the timely preparation and submission of all required reports to federal and state authorities, such as the annual IRS Form 990. Each year, the treasurer will assist in developing the Club's annual budget.

### Section 3. AKC Delegate.

The Board will appoint the Club's AKC Delegate. Each Club year, the Board reserves the right to renew the AKC Delegate appointment, or, by a majority vote of the Board, appoint an alternative candidate at its discretion. The Delegate will keep the board informed of all matters related to advancing the Kromfohrlander to full recognition by the AKC. The appointed delegate may, but need not be, on the Board of Directors. After full AKC recognition, it shall be the duty of the Delegate (approved by AKC) to attend the meetings of the American Kennel Club and represent the Club in accordance with the instructions of the Board of Directors. The Delegate shall report to the Club all actions and matters discussed at the AKC's quarterly meetings.

*Section 4. Board Vacancies and Position Changes.*

Any vacancies occurring on the Board shall be filled for the remainder of the unexpired term by a majority vote of the then members of the Board. However, a vacancy in the office of the President shall automatically be filled by the Vice President for the remainder of the term. A majority vote of the Board shall fill the resulting vacancy in the office of Vice President. Position changes within the Board, deemed necessary and/or in the best interest of the Club, are permitted for the remainder of the unexpired terms by a majority vote of the Board, and no other requirements need to be met.

*Section 5. Board Member Relations.*

No two (2) people with direct relationships will be allowed to serve on the Board at the same time. This includes spouses, parents/children, or other closely related individuals. Nepotism is not permitted.

*Section 6. Club Property and Records.*

When any Board of Director vacates a position on the Board in any manner, but not limited to resignation, termination, election, or death, all properties and records relating to the position must be turned over to the club within thirty (30) days of that position being vacated.

**ARTICLE IV - Fiscal Year, Club Year, Annual Elections, Nominations, Balloting**

*Section 1. Fiscal Year.*

The Fiscal year shall begin on the first day of January and end on the last day of December.

*Section 2. Club Year.*

The Club's year shall begin on the first day of June and shall continue through the last day of May. The elected officers and directors shall take office on the first day of June. Each retiring officer or director shall turn over to their successor all properties and records relating to that office by the last day of June.

*Section 3. Annual Elections.*

The election of Officers and Directors shall be conducted by secret electronic ballot. For ballots to be valid, they must be received by May 15th. Ballots shall be counted by an independent professional or an electronic balloting service 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 new Board of Directors shall fill the vacancy in the manner provided by Article III.

#### *Section 4. Nominations.*

No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee Chair shall be chosen by a majority vote of the Board no later than January 15<sup>th</sup> of each year. The committee will consist of three (3) members and, if possible, two (2) alternates, all in good standing, not more than one of whom may be a member of the Board. It shall be the Chairperson's duty to call a committee meeting, which shall be held no later than February 15<sup>th</sup>.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, one (1) eligible candidate for each position on the Board of Directors scheduled to be filled in the upcoming election according to Article III, Section 1. The Committee will ensure the acceptance and resume of each nominee so chosen. The Committee shall submit its slate of candidates to the Corresponding Secretary in writing, who shall then email the list to the membership by March 15, allowing members to make additional nominations if they so desire. The slate of nominees shall include the full name of each candidate and the name of the State in which each candidate resides.
- b. Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received on or before April 1, accompanied by a resume and the written acceptance of each such additional nominee signifying their willingness to be a candidate. The Corresponding Secretary shall verify that any additional nominees are in good standing. Only members in good standing are eligible to hold office or be candidates for office.
- c. If the Corresponding Secretary receives no valid additional nominations on or before April 1, the Nominating Committee's slate shall be declared elected on June 1<sup>st</sup>, and no balloting shall be required.
- d. If one or more positions have more than one nominee, received by the Corresponding Secretary on or before April 1, an electronic ballot shall be emailed by April 15, to each member in good standing with a listing of all the nominees (in alphabetical order) for said position(s), along with the state in which they reside. The results of the voting will be announced in the members' section of the Website, the Newsletter, and at the General Members' Meeting.

- e. The nominated candidate(s) receiving the greatest number of votes for each office shall be declared elected. In the case of a tie, the outcome will be decided through deliberation and a majority vote of the Board.
- f. Nominations cannot be made at the General Membership Meeting or in any manner other than as provided above.

## **ARTICLE V – Committees**

### *Section 1. Appointments and Reporting*

The Board may, each year, appoint standing and special committees to advance the Club's work, and such committees will always be subject to the final authority of the Board. Each designated committee will have a Chair who will report their activities to the Vice-President, to maintain a connection with the board. Special committees established for specific projects will be automatically considered dissolved upon completion or if they are deemed no longer necessary or valid by the Board.

### *Section 2. Expenditures*

The Board must approve all expenses exceeding those already authorized in the annual budget before they can be made.

### *Section 3. Terminations and Successors*

A majority vote of the Board may terminate any standing committee appointment, provided that notice is given to the appointee, and the Board may appoint successors to those individuals 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.

### *Section 2. Charges.*

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Corresponding 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 Corresponding 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 Corresponding 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. Still, 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 Corresponding Secretary. The Corresponding 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 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*

After initial approval of the KCA constitution, bylaws, and/or to the standard for the breed, by the Board of Directors of the AKC, future amendments to said constitution, bylaws and/or breed standard may be proposed by the Board of Directors or by written petition addressed to the Corresponding

Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by a membership petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

#### *Section 2. Procedure*

The constitution, bylaws, and/or the standard for the breed may be amended at any time, in accordance with AKC policies, provided the Corresponding Secretary, or an independent professional firm, or secure electronic balloting firm, has sent a copy of the proposed amendment(s) to each member in good standing accompanied by a ballot on which the member may indicate their choice for or against the action to be taken. The notice shall specify a date, not less than 30 days from the date it is sent, by which the ballots must be returned to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

#### *Section 3. Limitation*

No amendment to the constitution bylaws shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

### **ARTICLE VIII**

#### **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 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. After payment of the club's debts, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors. The Treasurer shall file the necessary Articles of Dissolution with the Secretary of State and be responsible for ensuring that all State and Federal IRS requirements are met, including filing a final Form 990.

### **ARTICLE IX – Order of Business**

#### Section 1.

At General Membership Meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the last meeting,

Report of the President

Report of the Vice President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of Committees

Unfinished Business

Election of new members

New business

Adjournment

## Section 2.

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 apply and in which they are not inconsistent with these bylaws and any other special rules of order the Board may adopt.