

# **SIOUX EMPIRE KENNEL CLUB, INC**

## **SEKC CONSTITUTION**

### **Name and Objectives**

#### **Section 1**

The name of this Club shall be the Sioux Empire Kennel Club, Inc.

#### **Section 2**

The objectives of this Club shall be:

1. To encourage and promote the quality of purebred dogs and to do all possible to bring their natural qualities to perfection;
2. To do all in its power to protect and advance the interests of companion and performance events sanctioned by the American Kennel Club, Inc. (AKC) and all AKC events for which the Club is eligible under the Rules and Regulations of The American Kennel Club and to encourage fair, courteous and honorable competition at such events;
3. To conduct an annual dog show and any other AKC companion or performance event for which the Club is eligible under the Rules and Regulations of the American Kennel Club; and
4. To promote responsible, enjoyable pet ownership through scheduled training classes offered for all dogs.

#### **Section 3**

- a. The Club 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.

- b. Club members may not use the Club building to hold training or classes for personal profit or activities not sanctioned by the Club.

#### **Section 4**

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.

## **BY-LAWS**

### **ARTICLE I**

#### **Membership**

Section 1. *Eligibility.* There shall be six (6) 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. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

The six types of membership shall be:

1. Regular (Individual). Open to all persons eighteen (18) years of age and older. Eligible to enjoy all Club benefits and privileges, including the right to vote, hold office, and access Club training facilities.
2. Individual/Household Associate(s). Entitled to participate in any Club meetings and events, but may not vote, hold office, or access other benefits of membership (associate members will not be counted in determining quorum status). This membership is available for individuals or households who live outside of the Club's area or to those who live in the Club area but are not active Club members.
3. Household. Limited to two adult members residing in the same household, each eligible to enjoy all Club benefits and privileges, including the right to vote, hold office, and access Club training facilities.
4. Junior Member. Open to children seventeen (17) years of age or younger; a non-voting/non-office holding membership which may convert to Regular membership at age eighteen (18).
5. Honorary Member. An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, hold office, or access Club training facilities, but may maintain Regular (or Household) membership if they pay dues.
6. Lifetime Member. Those individuals who have been members for a long period of time (usually twenty plus [20+] years); Lifetime Members pay no dues but are eligible to

enjoy all Club benefits and privileges including the right to vote, hold office, and access Club training facilities.

**Section 2. *Membership Dues.*** Dues for each type of membership (Regular, Household, Associate and Junior) will not exceed one hundred dollars (\$100.00) per year. The Board of Directors shall have the authority to set the amount for membership dues; provided, however, that any increase in the amount of dues be approved by the membership acting and voting at the ensuing general meeting for which advance notice of said proposed increase has been sent. Dues are payable on or before the first day of the new fiscal year. The fiscal year of the Sioux Empire Kennel Club shall be concurrent with the calendar year (January 1- December 31). No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

**Section 3. *Election to Membership.*** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws of the Sioux Empire Kennel Club and the rules of the American Kennel Club. The application shall state the name, address, occupation, and breed or breeds of dogs the applicant owns and it shall carry the endorsement of two members in good standing.

Accompanying the application, the prospective member shall submit dues payment for the current year. Said application shall be submitted to the Secretary for reading at the first meeting of the Club at which a quorum is present following its receipt. At the next regular meeting at which a quorum is present, the application will be voted on by secret ballot. Applicants must receive the favorable vote of two-thirds (2/3) of the eligible members present for election to membership. Applicants for membership who have been denied by the Club may not re-apply within six months after such denial.

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

1. **Resignation:** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
2. **Lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the year (January 1); however, the Board may grant an additional thirty (30) days of leniency 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.
3. **Expulsion:** A membership may be terminated for any failure to conform or adhere to the rules and regulations of the American Kennel Club or to the Constitution and Bylaws of the Sioux Empire Kennel Club as made and provided for in Article VI, Section 4 of these Bylaws.

Section 5. *Active Membership Benefits and Privileges.* Active Regular and Household membership benefits and privileges (including eligibility to vote, hold office, and access the Club training facilities) are contingent upon attending at least two (2) Club Membership meetings, or volunteering and working at least one Club event (annual dog show, any other AKC companion or performance event or related training session) within each calendar year. Voting members who participate at a less involved level, unless excused by the Board of Directors, shall accept and acknowledge their change of membership from Active to Associate. All written requests for excusal will be considered by the Board of Directors.

## ARTICLE II

### Meetings and Voting

**Section 1. *Club Meetings.*** Meetings of the Club shall be held a minimum of six (6) times per year in the greater Sioux Falls area or via telephone conference call or via video conference in accordance with state law at such hour and place as may be designated by the Board. The annual meeting shall be in November. Written notice of such meetings shall be mailed or emailed by the Secretary to all club members at least seven (7) days prior to the meeting. The quorum for Club meetings shall be twenty percent (20%) of the voting members in good standing. A quorum is required for conducting any Club business.

**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; or shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such special meetings shall be held in the greater Sioux Falls area or via telephone conference call or via video conference in accordance with state law at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed or emailed by the Secretary to all club members at least five (5) days and not more than fifteen (15) days prior to the date of the meeting; said notice shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meeting shall be twenty percent (20%) of the voting members in good standing. A quorum is required for conducting any Club business.

**Section 3. *Board Meetings.*** Meetings of the Board of Directors shall be held a minimum of six (6) times per year in the greater Sioux Falls area or via telephone conference call or via video conference at such hour and place as may be designated by the Board. Written notice of such meetings shall be mailed or emailed by the Secretary to all Club members at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. A quorum is required for conducting any Club business. Board meetings will be open to any

Club member to attend. The Board may call a Special Board Meeting designated as “closed.” Closed Board meetings will be announced as such prior to the meeting.

**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 from at least three members of the Board. Such meetings shall be held in the Sioux Falls area or via telephone conference call or via video conference at such place, date, and hour as may be designated by the person authorized to call such meetings. Written notice of such meetings shall be mailed or emailed 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 shall state the purpose of the meeting and no other Club business shall be then transacted. A quorum for such meeting shall be a majority of the Board. A quorum is required for conducting any Club business.

**Section 5. *Voting.*** Each member in good standing who is eligible to vote and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Neither proxy nor absentee voting will be permitted at any Club meeting, Board Meeting or election.

## ARTICLE III

### Directors and Officers

**Section 1. *Board of Directors.*** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, four Directors and the Past President all of whom shall be members in good standing. The Past President may sit on the Board for continuity in conducting business, for only one (1) year and shall not have voting power. The President, Vice-President, Secretary, and Treasurer shall be elected for two year terms, in odd numbered years, and the four Directors shall be elected for two years terms, in even numbered years, at the Club's annual meeting, as provided in Article IV. All terms of office begin on January 1, following election at the Annual Meeting in November. In the event of a vacancy after the election at the Annual Meeting and prior to January 1, the current officer/director shall serve until a successor is appointed by the board at the next regular Board meeting or at a special Board Meeting called for that purpose. General management of the Club's affairs shall be entrusted to the Board of Directors. The Club's AKC Delegate also shall be elected in odd numbered years for a two-year term but will not be a member of the Board.

**Section 2. *Officers.*** The Club Officers, consisting of the President, Vice-President, Secretary, meetings and the Board of Directors and its meetings.

1. The President shall preside at all meetings of the Club and the Board and shall have the duties and powers usual to the office of President in addition to those particularly specified in these Bylaws.
2. The Vice-President shall have the powers and exercise the duties of President in case of the President's death, absence or incapacity.
3. The Secretary shall keep a 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; 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 with their addresses, which shall be sent to all members in good



standing, upon written request, but not less than once every Club year to all members in good standing; and carry out such other duties as are prescribed in these Bylaws.

4. The Treasurer shall collect and receive all moneys and receipts due or belonging to the Club and therefore shall deposit the same 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. The Treasurer shall distribute a copy of the Balance Sheet to all members by website, mail or email before, and (provide copies) at every Club meeting. This Balance Sheet is deemed necessary whether the Treasurer is physically present or not.

The Treasurer also will provide a summary Profit and Loss Statement for the previous fiscal year to the full membership by website, mail or email before, and (provide copies) at each. February Club Meeting (or at the next General Membership Meeting following the February Board Meeting).

The books shall be audited annually by the Auditing Committee, as outlined in Article V, Section 2, and the resulting report shall be presented by the Audit Committee to the Board of Directors at the February Board Meeting and to the subsequent General Membership Meeting of the Club. The “Club Activity and Event Five Year Summary” shall be presented to each Event Chair at least annually and at the General Membership Club Meeting at which the Audit Committee Report is presented.

Bonding Insurance shall be reviewed by the Board and purchased annually covering all Board members, of an amount equal to or greater than the total net worth of the Club.

5. The AKC Delegate will represent the interests of the Sioux Empire Kennel Club to the AKC and, when applicable, vote as directed by the Club. The Delegate also will be responsible for reporting regularly (in person or in writing) to the Sioux Empire Kennel Club membership on communications from the AKC.

**Section 3. Vacancies.** Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by the majority vote of the then members of the Board at its first regular meeting at which a quorum is present, following the creation of such vacancy; except the vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy of the Vice-President shall be filled by the Board.

## ARTICLE IV

### The Club Year, Annual Meeting and Election

**Section 1. *Club Year.*** The Club's official year shall be concurrent with the calendar year (January 1 – December 31).

**Section 2. *Annual Meeting.*** The annual meeting shall be that meeting held during the month of November, at which Officers, Delegate to The American Kennel Club and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by January 1 of the next year.

**Section 3. *Elections.*** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the four (4) Directors and for Delegate to the AKC, who receive the greatest number of votes for such positions shall be declared elected. All terms of office begin on January 1, following election at the Annual Meeting in November.

**Section 4. *Nominations.*** No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall request formation of a Nominating Committee consisting of three Club members and two alternates, none of whom may be a member of the Board. The Board shall name a chair for the committee and it shall be such person's duty to fill the committee and call a committee meeting, which shall be held on or before September 1. The Secretary shall immediately notify the committee and alternates of their selection.

(a) The committee shall nominate one candidate for each Office (including one for Delegate, who may be, but need not be, an Officer or Director of the Club) and position on the Board. The committee member contacting prospective Officers and Board members must fully describe all duties of the specific positions. After securing the consent of each person so nominated, the committee chair shall immediately report the nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the October meeting, mail or email each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of Delegate).

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

**Section 5. *Terms of Office.*** All terms of office begin on January 1, following election at the Annual Meeting in November. No office, elected or appointed, shall be held by the same person for more than two full or partial consecutive terms. After serving four (4) consecutive years (or less time if a partial term and a full term were served consecutively) on the Board, elected or appointed, as an Officer or Board member, no person may serve again on the Board for one (1) fiscal year. No person shall be nominated for elected office unless he/she has been a member of the Club for at least one year prior to the election.

## ARTICLE V

### Committees

**Section 1. *Committees.*** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. Committee membership does not have to include a Board member and if a Board Member does sit on a Committee, he/she need not act as Chair.

**Section 2. *Termination.*** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

**Section 3. *Auditing Committee.*** The Board must appoint an Auditing Committee of two or more members in good standing to audit the Club's books annually. The report of the Audit Committee shall be presented to the Board of Directors at the February Board meeting and to the Club membership at the subsequent General Membership Meeting of the Club at which a quorum is present.

## ARTICLE VI

### Discipline

#### Section 1

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

#### Section 2

Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of twenty-five dollars which shall be forfeited if such charges are not sustained by the Board. The twenty-five dollar (\$25) deposit will be returned to complainant if the charges are sustained and the Board reprimands or recommends to suspend the Defendant or if the Board does not entertain jurisdiction. 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 interest of the Club. It may then refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks or 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 Defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

#### Section 3

Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both Complainant and Defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the Complainant and Defendant, the Board may by a majority vote of those present, reprimand or

recommend to suspend the Defendant from all privileges of the Club for not more than six months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the Defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board's recommendation, then the membership, by a three-quarters (3/4) vote of those present, retains the right of overriding the Board's decision of suspension. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any.

#### **Section 4**

Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but no earlier than 30 days after the Board's recommendation for expulsion. The Defendant shall have the privilege of appearing in his/her own behalf if he/she wishes. The membership shall then vote by written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension decision may be reviewed only after a majority vote to review said decision.

## **ARTICLE VII**

### **Amendments**

#### **Section 1**

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the voting membership in good standing. Amendments proposed by such petition shall promptly be considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

#### **Section 2**

The Constitution and By-Laws may be amended by a two-thirds (2/3) written vote of the members present and voting at any regular or special Club meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two weeks prior to the date of the meeting.

#### **Section 3**

No amendment to the Constitution and By-Laws 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**

Dissolution. The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members in good standing. In the event of dissolution of the Club other than for the purposes of reorganization, whether voluntary or involuntary, or by the operation of law, none of the property of the Club, not 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(s) working for the benefit of dogs, such charitable organization(s) to be selected by the Board of Directors.

## **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

    Quorum Status

    Guests/Introductions

Summary and Approval of Minutes of last general membership meeting

Report of President

    Summary report of the last Board Meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers/Delegate/Directors (at annual meeting)

Applications and/or Election of new members

Unfinished business

New business

Brag

Adjournment

#### **Section 2**

July 28, 2021

At meetings of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading and approval of minutes of last Board meeting

Report of Secretary

Review of membership applications

Report of Treasurer

Reports of committees

Unfinished business

New business

Adjournment

### **Section 3**

All matters brought to a member of the Board or to the Board as a whole must be addressed by the Board at the next regular or Special Board meeting. All matters addressed must be noted in the minutes of the Board meeting, which will be reviewed and reported at the subsequent general membership meeting.

### **Section 4**

All expenditures outside of normal operating costs exceeding five hundred dollars (\$500) must be approved by a two-thirds (2/3) vote of the membership present whether at a special or regularly scheduled Club meeting at which a quorum is present.

## **ARTICLE X**

### **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 By-Laws and any other special rules of order the Club may adopt