

OAK RIDGE KENNEL CLUB, INC.

CONSTITUTION

These Bylaws are subject to and governed by the State of Tennessee, not-for-profit corporation, Laws and Articles of Incorporation of the Oak Ridge Kennel Club. In the event of direct conflict between the provisions of these bylaws the mandatory provisions of Tennessee State, not-for-profit corporation, Laws and Articles of Incorporation of Tennessee State will be controlling.

ARTICLE I NAME AND OBJECTIVES

SECTION 1.

The name of the Club shall be the Oak Ridge Kennel Club, Inc. per the articles of incorporation (hereinafter, the Club).

SECTION 2.

The objectives of the Club shall be:

- A. to further the advancement of all breeds of purebred dogs registered with the American Kennel Club and other dogs in its various programs.
- B. to do all in its power to protect and advance the interests of:
 - Conformation dog shows
 - Obedience trials
 - Rally trials
 - Agility trials
 - Tracking Tests
 - Scent Work Trials
 - and other programs or events recognized by the American Kennel Club
 - and to encourage sportsmanlike competition at such events.
- C. to conduct
 - dog shows
 - sanctioned and fun matches
 - Obedience trials
 - Tracking tests
 - Agility trials
 - and other events or trials for which the Club is eligible under the Rules and Regulations of the American Kennel Club and in the interest of all dogs.
- D. To support responsible breeding of purebred dogs,
- E. provide and promote training, disseminate information and conduct classes for training of dogs and handlers, and to promote cooperation and good sportsmanship among its members.

SECTION 3.

The Club is operated as a not-for-profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons,

except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

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.

OAK RIDGE KENNEL CLUB, INC.

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1.

Eligibility. There shall be two types of membership: regular adult, open to all persons 18 years of age and older, and Junior for persons under 18 years of age, 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.

SECTION 2.

Dues. Membership dues for a regular adult shall be \$25 per year not to exceed \$50 per year, and for Junior membership \$10 per year, not to exceed \$20 per year, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. The Board of Directors shall determine the amount of dues. Junior membership does not enjoy voting privileges. During the month of November, the Membership Chairman shall notify each member that their membership renewal application and dues are due and payable 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 and the rules and regulations of the American Kennel Club. Accompanying the application, the prospective member shall submit dues for the current or ensuing year. All applications for membership shall be filed with the Membership Chairperson. Each person applying for membership must attend 1 meeting prior to be eligible to be voted into the club. The applicant shall be voted on at the time they attend their second meeting of the club if their application is complete, with payment received and they have attended 1 prior meeting. An affirmative vote of 2/3 of the members present at the meeting is 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. In no case shall a terminated member be entitled to vote at any club meeting. All instructor credits, discounted class fees and campus privileges are expired.

Membership may be terminated in accordance with Tennessee State Laws:

- A. By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no one may resign when in debt to the Club. Membership dues are considered a debt to the Club, and they become an obligation on the first day of each fiscal year.
- B. By lapsing. A member will be considered as lapsed and automatically terminated if such a member's dues remain unpaid 90 days after the first day of the fiscal year. The Board of Directors may grant an additional 90 days of grace to delinquent members in meritorious cases.
- C. By expulsion. Membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

MEETINGS AND VOTING

[SEE APPENDIX OF ROBERT'S RULES OF ORDER NEWLY REVISED 12TH EDITION]

SECTION 1.

Club Meetings. Meetings of the Club may be held each month, or as frequently as designated by the Board of

Directors, generally on the first Thursday of the month at such an hour, place, and method as may be developed. Written notice of each such meeting shall be sent by the Secretary by methods currently in use including but not limited to the official website of the Club, the Club's Facebook Page, by email, or disseminated in the published "Woofers", (the official communication of the Club) at least seven (7) business days before the date of the meeting. A quorum for each meeting shall be 15 percent of the members in good standing.

SECTION 2.

Special Membership 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 and voting at any regular meeting of the Board of Directors 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 a special meeting shall be held by methods designated by the person or persons authorized herein to call such meetings. The secretary shall notify members at least five (5) business days before the meeting date. The notice shall state the purpose of the meeting and no other business may be conducted at that meeting. A quorum for a special meeting shall be 15 percent of members in good standing.

SECTION 3.

Board Meetings. The first meeting of the Board shall be held in June following the election of the new Board. Other meetings of the Board of Directors shall be held at least five times in the club's year or as frequently as is necessary and by methods as designated by the Board. Written notice of each such meeting shall be sent by the secretary at least five (5) business days prior to the date of the meeting using the usual communication methods of the Club. The quorum for such a meeting shall be a majority of the Board.

SECTION 4.

Special Board Meetings. Special meetings of the Board of Directors 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 of Directors. Such special meetings shall be held by methods as designated by the person authorized herein to call for such a meeting including the place and method. The secretary shall notify each member of the Board of Directors at least five (5) business days prior to the meeting. The notice shall state the purpose of the meeting, and no other business may be transacted at the meeting. A majority of the Board of Directors will constitute a quorum.

SECTION 5.

Voting [In accordance with State Law]. Each adult member in good standing whose dues are paid for the Club's calendar year shall be entitled to one vote at any meeting or election. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1.

Board of Directors. The Board of Directors shall be comprised of the officers, (President, Vice President, Secretary, Treasurer, Training Director and three (3) other board members), who shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV.

SECTION 2.

Officers. The club's officers consisting of the President, Vice President, Secretary, Treasurer and Training Director shall serve in their respective capacities both regarding the club and its meetings and the Board of Directors and its meetings.

- A. The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- B. The Vice President shall exercise the powers of the President in case of the President's death, absence or incapacity.
- C. The Secretary shall keep a record of all meetings of the Club and the Board of Directors and of all matters of which the club shall order a record. He/she shall have charge of the correspondence, be responsible for notifying members of meetings, keep a roll of members of the Club and their addresses as provided by the Membership Chair, and carry out other duties as described in these bylaws.
- D. The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the money in an institution as directed by the Board of Directors in the name of the Club. His/her books shall be always open for inspection by the Board of Directors, and he/she will report the Club's financial condition at every meeting of the Board of Directors. At the annual meeting of the general membership, the Treasurer shall render an account of all monies received and expended during the year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Club shall also be insured in such amount and through a type of policy as the Board of Directors shall determine which will cover the action of the Treasurer.

- E. The Training Director shall have the responsibility to organize, staff, and direct training classes for the Club.
- F. The office of Secretary and Treasurer may be held by the same person, in which case the Board of Directors shall be comprised of the officer and four (4) other persons.
- G. Upon approval as a member club the AKC Delegate among other duties the Delegate shall report to the club all actions and matters discussed at AKC's Quarterly Delegate Meeting. The Delegate will be elected by the membership by a majority vote of the Board and the appointment will be for a 3-year term with an unlimited number of terms permitted.

SECTION 3.

Vacancies Any vacancies occurring on the Board during the year requires the Board to recommend a replacement which shall be approved by simple majority vote of members of the Club at the next regular meeting after the vacancy occurs, or at a special meeting called for that purpose. They shall hold the position until the next regular election. A vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

ARTICLE IV

THE CLUB'S FINANCIAL/ FISCAL YEAR, ANNUAL MEETING, ELECTIONS, OFFICIAL YEAR

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. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting in June and shall continue through the election at the next annual meeting.

SECTION 2.

Annual Meeting. The annual meeting shall be held in the month of June, at which time officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3.

Nominations. The general membership shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board of Directors. The Secretary shall immediately notify the committee members/persons and alternates of their selection. The committee shall name its chair, and it shall be such person's duty to call a committee meeting which shall be held on or before March 1

- A. The committee shall nominate at least one candidate for each office and three positions on the Board of Directors, (no two nominees shall be members of the same household) and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing
- B. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated before the April meeting. This may be accomplished by publication in the club newsletter.
- C. Additional nominations may be made at the April meeting by any member in attendance at this meeting, his/her proposal shall present to the Secretary a written statement from

the proposed candidate signifying his/her willingness to be a candidate or, if in attendance, does not decline when their name is proposed.

- D. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- E. No person may be a candidate for more than one position, and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- F. The Secretary shall publish a complete listing of the nominees in the Club's newsletter before the annual meeting

SECTION 4.

Elections. The nominated candidate receiving the greatest number of votes for each office and three (3) Board of Directors positions shall be declared elected. Any uncontested position should be automatically elected.

ARTICLE V COMMITTEES

SECTION 1.

Standing Committees. The Board of Directors 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 of Directors. Special committees may also be appointed by the Board of Directors to aid the Board of Directors on special projects.

SECTION 2.

Committee Terminations. Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee the Board of Directors may appoint successors to those persons whose services have been terminated.

ARTICLE VI DISCIPLINE *[IN ACCORDANCE WITH STATE LAW]*

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 the Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the American Kennel Club.

SECTION 2.

Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club or the sport. Written notarized charges containing specific facts signed under oath must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board of Directors which shall be forfeited if such charges are not sustained or entertained by the Board of Directors. The Secretary shall promptly send a copy of the Charges to each Board of Directors member or present them at a Board of Directors meeting. The Board of Directors shall first consider whether

the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the Club or the sport. If the Board of Directors considers that the Charges do not allege conduct which would be prejudicial to the best interests of the Club or sport, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board of Directors, or a committee appointed by the Board of Directors not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted 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 of Directors Hearing. If the Board of Directors has a hearing, the Board of Directors or a committee appointed by the Board of Directors may hear the charges. The Board of Directors or the Board of Directors 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 complainant and accused, the Board of Directors or Board of Directors 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 (6) months from the date of the hearing. And, if the Board of Directors or the Board of Directors appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board of Directors or the Board of Directors 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 of Directors or Board of Directors appointed committee's decision and penalty, if any.

SECTION 4.

Expulsion. The members shall vote by secret ballot on a proposed expulsion, only at a meeting of the Club, following a Board of Directors hearing and upon the Board of Directors 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 no earlier than 30 days or no later than 60 days after the date of the hearing. The defendant shall have the privilege of appearing in his/her own behalf, although no evidence shall be taken at this meeting. The President shall read the Board of Director's findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. 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 of Directors suspension shall stand.

SECTION 5.

Reinstatement. After suspension or expulsion, the said member must reapply for membership to the Club.

ARTICLE VII AMENDMENTS

SECTION 1.

Amendments. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly

considered by the Board of Directors and must be submitted to the members with recommendations of the Board of Directors by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2.

Process. The constitution and bylaws may be amended by a 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 to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII DISSOLUTION

SECTION 1.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good stand. 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 dog selected by the Board of Directors unless otherwise prohibited by State Law.

ARTICLE IX ORDER OF BUSINESS *[IN ROBERTS'S RULES OF ORDER NEWLY REVISED 12TH EDITION]*

SECTION 1.

In Order of Business. The order of business, so far as the character of the meeting may permit, shall be:

- Call to order
- Minutes of the Last Meeting
- Treasurer's Report
- Reports of Committees
- Election (at the annual meeting)
- Unfinished Business
- New Business
- Brags
- Adjournment

SECTION 2.

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

- Call to order
- Minutes of the Last Meeting
- Treasurer's Report
- Report of Committees

- Unfinished Business
- New Business
- Adjournment

ARTICLE X

PARLIAMENTARY AUTHORITY

SECTION 1.

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised 12th Edition", 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.

This Constitution and By-Laws were adopted at the membership meeting on: January 9, 2025