

TWIN PORTS DOG TRAINING CLUB BY-LAWS

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**AMENDED BY-LAWS
OF
THE TWIN PORTS DOG TRAINING CLUB**

ARTICLE I - MEMBERSHIP

- Section 1. Classes. There shall be three classes of members in the corporation, namely:
- a) Honorary members consisting of those person who have been benefactors of the corporation or who have been shown a clear interest in advancing the art of obedience training and who are elected as such by a two-thirds (2/3) vote of the full membership of the Executive Board. Honorary members shall have all the privileges of Senior Membership and shall not be required to pay dues or training fees. They shall not be members of the Executive Board unless duly elected as such. In order to be eligible for honorary membership, an individual must have been an active member of the club for a minimum of fifteen (15) years. Anyone submitting a name for consideration as an honorary member must submit a written signed statement to the Board of Directors regarding that member's activities during the fifteen (15) or more years of active membership, which would qualify that person for consideration as an honorary member.
 - b) Senior members consisting of all members aged sixteen (16) years or over, who shall have voting rights.
 - c) Junior members consisting of all members aged fifteen (15) years or under, who shall have no voting rights.

Section 2. Eligibility. Any person who has been approved for membership by the Executive Board of the corporation, who is in good standing with the American Kennel club, and agrees to abide by the Articles of the Corporation and the By-Laws of the corporation, may become a member upon payment of the annual dues to the corporation. While membership is not restricted as to residence, the corporation's primary purpose is to represent persons residing in or about the cities of Duluth, Minnesota and Superior, Wisconsin who are interested in dog obedience.

Section 3. Dues. Membership dues shall be determined by the Executive Board. Dues for the calendar year shall be payable annually, on or before January 30. Dues for new members shall cover the period from date of admission to December 31.

Section 4. Election to Membership. Each applicant for membership shall apply for membership on a form prepared by the Executive Board, which shall provide that the applicant agrees to be bound by the Amended Articles of Incorporation and Amended By-Laws of the corporation and the rules of the American Kennel Club. The prospective member must include payment of the current year's dues along with the application.

All applications shall be filed with the Secretary, and each application shall be read at the next meeting of the Executive Board following it's receipt. At that meeting the application

shall be voted upon, and the affirmative votes of three-fourths (3/4) of the members of the Executive Board present and voting at that meeting shall be required to elect the applicant. Any member of the corporation may, upon request, appear at the meeting of the Executive Board to voice objections to any applicant being considered for membership.

Applicants for membership who have been rejected by the Executive Board may not reapply within six (6) months after such rejection.

Section 5. Voting Privileges. Each Senior member of the corporation in good standing and who is not in default of payment of dues shall have one (1) vote at all meeting of the corporation. There shall be no voting by proxy, nor shall there be any cumulative voting.

Section 6. Membership Obligations.

- a) No member of the corporation shall be responsible for any financial obligations of the corporation. Membership in the corporation shall be personal and shall not be assigned or transferred in any manner. All rights, privileges and interest of each member in that estate, property or privileges and affairs of the corporation shall cease at the death of such member or when the membership of the member shall be otherwise terminated.
- b) The success of this club is dependant upon the contributions and participation of our membership. Participating member must volunteer eight (8) working hours for the club per year. This may include but not limited to the Annual Trial, Sanction Match or other club sponsored events.

Section 7. Termination of Membership. Membership may be terminated:

- a) By Resignation. Any member in good standing may resign from the corporation upon written notice to the Secretary, but no member may resign when in debt to the corporation. Dues obligations are considered a debt to the corporation and they become incurred on the first day of each fiscal year.
- b) By Lapse. A membership shall be considered as lapsed and automatically terminated if such membership dues remain unpaid on January 30th of each fiscal year; provided, however, that the Executive Board may grant an additional sixty (60) days of grace to such delinquent member in meritorious cases. In no case may a person be entitled to vote at any corporate meeting when the dues of such person are unpaid as of the date of that meeting.
- c) By Expulsion. A membership may be terminated by expulsion as provided by Article VIII of these By-Laws.
- d) By Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the membership of the corporation so long as such suspension remains in effect.

Section 8. Reinstatement. Any member who has been suspended by the corporation may be reinstated to membership after the next annual meeting of the member of the corporation under the same rules applicable for admission of a new member.

Section 9. Refund of Dues. A member who has been suspended or expelled from the corporation shall forfeit all dues and shall not be entitled to any refund thereof.

ARTICLE II – CORPORATE MEETINGS

Section 1. Annual Meeting The annual meeting of the members of the corporation shall be held in the City of Duluth, Minnesota or it's environs during the month of October of each year, at such day, hour and place as may be designated by the Executive Board for the purpose of conducting the annual meeting of the corporation. Written notice of such annual meeting shall be mailed by the Secretary to the members of the corporation at least seven (7) days prior to the date of the meeting.

Section 2. Monthly Meetings. Monthly meeting of the members of the corporation may be held at such time and place in the city of Duluth, Minnesota, or it's environs as deemed advisable by a majority vote of the Executive Board.

Section 3. Special Meetings. Special meetings of the members of the corporation may be called by the President or by a majority vote of the members of the Executive Board who are present and voting at any regular or special meeting of the Executive Board, or by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the corporation who are in good standing. Such special meetings shall be held in the city of Duluth, Minnesota or environs at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five (5) days prior to the meeting, and no other corporate business may be transacted thereat.

Section 4. Quorums. The quorum for the annual meeting of members of the corporation shall be twenty percent (20%) of the total number of Senior members of the corporation in good standing, or not less than ten (10) Senior members. The quorum for special meetings of the members of the corporation shall be ten (10) Senior members in good standing. Proxy voting will not be permitted at any corporate meeting or election.

ARTICLE III – EXECUTIVE BOARD

Section 1. Powers and Election. The government of the corporation shall be vested in a Board of Directors, herein designated the Executive Board, consisting of then **(8)** members comprised of four (4) duly elected officers and **four (4)** Directors. All members of the Executive Board shall be Senior members of the corporation in good standing. **Two (2)** Directors shall be elected at the annual meeting of the members of the corporation, except that more than that number of Directors may be elected at any annual meeting when necessary to bring the full number of Directors up to **four (4)**. Directors of the corporation shall be elected for a term of two (2) years, except that directors may be elected for a term of one (1) year when necessary to bring about the expiration of the term of **two (2)** Directors in each year. Any vacancy in the Directors may be filled by the remaining members of the Executive Board, and any person thus elected Director shall hold office until their successors shall be elected by the members of the corporation at the next annual

meeting. No person shall be elected a Director of the corporation for more than two (2) consecutive terms, but any person who has served two (2) consecutive terms may again be elected a Director after a lapse of one (1) year. The members of the Executive Board shall receive no compensation.

Section 2. Monthly Meetings. Regular monthly meetings of the Executive Board shall be held at such time and place in the City of Duluth, Minnesota or it's environs as the Executive Board shall from time to time, determine. Regular monthly meetings may be dispensed with if deemed advisable by the Executive Board.

Section 3. Special Meetings. Special meetings of the Executive Board may be held at any time upon call of the President. Such special meetings shall be held in the City of Duluth, Minnesota or it's environs at such time and place as designated by said President. Upon written request of at least three (3) members of the Executive Board, the Secretary shall call a special meeting of the Executive Board. Such special meeting shall be held in the City of Duluth, Minnesota or it's environs at such time and place as designated in the request. The person calling the meeting shall state the purpose for which the meeting is called and no other business may be transacted thereat.

Section 4. Quorum. A majority of the Executive Board shall constitute a quorum at all meetings. There shall be no proxy voting at any meeting of the Executive Board.

Section 5. Notice. Notice of all meetings of the Executive Board shall be given by the Secretary to each member thereof at least twenty-four (24) hours prior to the time of the meeting.

Section 6. Removal. Any member of the Executive Board subject to suspension under Article VIII, Section 1 of these By-Laws shall automatically be suspended from office for a like period of time. Any member of the Executive Board expelled under Article VIII, Section 4 of these By-Laws shall be automatically removed from office and the vacancy occurring shall be filled in accordance with Article III, Section 1 of these By-Laws.

ARTICLE IV – OFFICERS

Section 1. Defined. The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Executive Board may from time to time designate, all of whom shall be Senior members in good standing in the corporation, and none of whom shall hold joint offices.

Section 2. Election. The officers of the corporation shall be elected at the annual meeting of the corporation, by the members thereof and shall hold office for one (1) year and until their successors shall be elected.

Section 3. Powers and Duties. The powers and duties of each of the corporate offices shall be those usually associated with the office and such particular duties as the Executive Board may from time to time confer or impose upon said officer, specifically:

- a) The President. The President shall preside at all meetings of the corporation and of the Executive Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in the Amended Articles of Incorporations and Amended By-Laws of the corporation. The President shall, ex officio, be a member of all standing committees and shall appoint the Chairpersons of those committees, subject to the approval of the Executive Board. The President shall not attend meetings of the Nominating Committee.
- b) The Vice-President. The Vice-President shall have the powers and exercise the duties of the President in case of the Presidents death, absence or incapacity.
- c) The Secretary. The secretary shall keep a record of all meeting of the corporation and of the Executive Board and all other matters of which a record shall be ordered by the corporation. The Secretary shall be in charge of all correspondence and notify members of meetings. The secretary shall keep minutes of all Executive Board meeting and a register of the names and addresses of all members, and shall perform all other duties incident to the office of Secretary of which may be prescribed by the Executive Board.
- d) The Treasurer. The Treasurer shall collect and receive all monies due and belonging to the corporation, with the exception of the monies collected by the Obedience Trial Secretary. The Obedience Trial funds shall be deposited in an account set aside for that purpose and the Treasurer shall receive a monthly account of those funds. All monies shall be deposited in the name of the corporation in a bank or banks selected by the Executive Board. The books shall be open to the inspection by the Executive Board at all times. At every meeting the Treasurer shall report to the Executive Board the condition of the club's finances and every item of receipt or payment not before reported. At the annual meeting of the corporation the Treasurer shall give a report setting forth the current status of the club's financial condition.

Section 4. Chairpersons Pro-tempore. In the event of the absence of the President and Vice-President simultaneously form any meeting of the corporation or the Executive Board, a temporary chairperson shall be elected by a majority vote of the members present at such meeting.

Section 5. Eligibility. No officer of the corporation but the Treasurer shall hold the same office for more than two (2) consecutive terms.

ARTICLE V – COMMITTEES

Section 1. General Provisions. At the second monthly meeting of Executive Board next following the annual meeting of the corporation, the President, with the approval of the Executive Board, shall nominate the Chairpersons of the standing committees hereinafter designated, provided, however, that if the Executive Board shall decided that any one or more of such committees is not necessary for the time being, such committee need not be activated. Additional standing committees shall likewise be appointed when deemed desirable by the Executive Board. The President shall be an ex officio member of all standing committees. Chairpersons of all standing committees shall be appointed for a term of one (1) year to commence January 1 following the annual meeting of the corporation and may or may not be members of the Executive Board.

Section 2. Standing Committees. The standing committees of the corporation shall be:

- a) Advertising Committee. Consisting of one (1) or more members which committee shall be responsible for all advertising relating to all training classes.
- b) Publicity Committee. Consisting of one (1) or more members which committee shall be in direct charge of and responsible for all phases of publicity relating to the activities of the corporation, which the Executive Board has not delegated to other committees.
- c) Auditing Committee. Consisting of two (2) or more members of the corporation who are not then officers or directors of the corporation, which committee shall examine the records during the month following the close of the fiscal year of the corporation and report it's findings to the members of the corporation within thirty (30) days.
- d) Equipment Committee. Consisting of one (1) or more members who shall be responsible for the maintenance, care, protection and storage of the training properties and equipment of the corporation.
- e) Building and Grounds Committee. Consisting of one (1) or more members who shall be in charge of all repair, changes in, or improvement to the property; maintenance of the building and/or building fixtures and grounds. The Committee chairperson shall be allocated a non-accruing monthly amount by the Executive Board to be used for maintenance and supplies.
- f) Trophy Committee. Consisting of one (1) or more members who shall be responsible for soliciting all trophies for club functions other than for the licensed trials.
- g) Match Committee. Consisting of one (1) or more members who shall be responsible for all obedience matches sponsored by the club.
- h) Social Committee. Consisting of two (2) or more members which committee shall be in charge of and responsible for all social gatherings and refreshment services to the members of the corporation which the Executive Board has not delegated to other committees.

Section 3. Termination. Any committee appointment may be terminated by a majority vote of the full membership of the Executive Board upon written notice to the appointee; and the Executive Board may appoint successors to those persons whose services have been terminated.

Section 4. Attendance. A committee chairperson or committee member shall attend meetings of the Executive Board upon the request of the Executive Board when special reports are required. Any committee member may make a request of the Executive Board to speak at a meeting regarding a committee assignment.

ARTICLE VI – LICENSED OBEDIENCE TRIAL COMMITTEE

Section 1. The licensed obedience trial committee shall consist of five (5) or more club members. This committee shall be responsible for all phases of licensed obedience trials. The President shall appoint the Chairperson of this committee with the approval of the Executive Board, at least twelve (12) months prior to the date of the trial. The Chairperson, with the approval of the Executive Board, shall appoint all members of the licensed obedience trial committee. The President shall be an ex-officio member of this committee.

Section 2. In the event it is necessary to designate a trial secretary, the Executive Board shall nominate and elect the Secretary at least ten (10) months prior to the date of the trial. The Trial Secretary has jurisdiction over all matters relating to the licensed trials as outlined by the American Kennel Club rules and regulations.

Section 3. The Trial Secretary, the committee chairperson, or committee members shall attend meetings of the Executive Board upon the request of any member of the Executive Board when special reports are required. Any one of these persons may make a request of the Executive Board to speak at a meeting regarding an assignment.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. At the Executive Board meeting held in June in each year, the President, with the approval of the Executive Board, shall appoint a nominating committee, consisting of not less than three (3) nor more than five (5) members of the corporation, only one of whom shall be a member of the Executive board. The chairperson of the committee shall be designated by the Executive Board and shall call a meeting of the committee in a timely manner to comply with Section 2 of this Article. The President shall not be a member of or attend meetings of the nominating committee.

Section 2. Nominations. The nominating committee shall nominate one (1) candidate for each corporate office and one (1) candidate to succeed each retiring director of the corporation, but never less than three (3) directors, and shall immediately report their nominations to the Secretary, in writing, who shall give written notice to the senior members of the corporation of the nominations so made, not less than sixty (60) days before the date of the next annual meeting of the corporation. Additional nominations may be made by three (3) or more members of the corporation upon petition, which petition shall include a written statement from the propose candidate signifying his/her willingness to be a candidate, and shall be filed with the Secretary more than one (1) month prior to the date of the annual meeting. The Secretary shall be required to send notice of such additional nominations to the members of the corporation at least two (2) weeks prior to the time of the annual meeting. No person may be a candidate for more than one (1) office and additional nominations may be made only from those members who are not nominated by the nominating committee.

Section 3. Elections. All elections of corporate officers and directors of the corporation shall be determined by a majority vote of all the senior members of the corporation present in person and entitled to vote. There shall be no cumulative or proxy voting. Upon demand of any member, the election of any officer or director may be by ballot. In the event the voting is by ballot, the chairperson of the nominating committee shall appoint two (2) tellers to assist in receiving the ballots. They shall canvass the ballots so cast and announce the results to the residing officer, who shall thereupon declare the members receiving the majority of the votes cast, elected to the respective offices. In the event of no choice on the first ballot for any one or more officers or directors, a new election shall take place at once for the particular case or cases in which there has been no choice, until a choice is made.

ARTICLE VIII – DISCIPLINE

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel club shall automatically be suspended from the privileges of the corporation for a like period.

Section 2. Charges. Any member may proffer charges against a member of alleged misconduct prejudicial to the best interests of the corporation or the breed. Written charges with specifications must be filed in duplicate with the Secretary, together with the deposit of \$10.00, which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Executive Board, who shall meet and fix a date of an Executive Board hearing, 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, together with a notice to the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if desired.

Section 3. Executive Board Hearing. The Executive 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 charge be sustained, after hearing on the evidence and testimony presented by complainant and defendant, the Executive Board may by majority vote of those present, suspend the defendant from all privileges of the corporation for not more than six (6) months from the date of the hearing; and if it deems that punishment is 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 fellow members at the ensuing corporate meeting which considers the Executive Board's recommendation. Immediately after the Executive 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 Executive Board's decision and penalty, if any.

Section 4. Expulsion. If a member of the corporation is convicted of a felony crime at any point in time after membership begins, the Executive Board retains the right to expel such member if they so choose and depending upon the nature of the crime. Expulsion under such circumstances may occur without an Executive Board hearing, upon learning of the member being found guilty of a felony in a court of law. Expulsion of a member from the corporation for all other reasons may be accomplished only at a meeting of the corporation following an Executive Board hearing and upon the Executive Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the corporation to be held within sixty (60) days, but not earlier than thirty (30) days after the date of the Executive Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at the meeting. The President shall read the charges and the Executive Board's findings and invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A

two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not voted, the Executive Board's suspension shall stand.

ARTICLE IX – ORDER OF BUSINESS

Section 1. Corporate Meetings. At meetings of the corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Minutes of the last meeting.
- Report of the Executive Board.
- Report of the President.
- Report of the Treasurer.
- Report of the Corresponding Secretary.
- Reports of the Committees.
- Election of Officers and Executive Board (at annual meeting).
- Unfinished Business.
- New Business.
- Adjournment.

Section 2. Executive Board Meetings. At meetings of the Executive Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Roll Call.
- Reading of the minutes of the last meeting.
- Report of the Treasurer.
- Report of the Corresponding Secretary.
- Reports of the Committees.
- Unfinished Business.
- Election of new members.
- New Business.
- Adjournment.

ARTICLE X – TRAINING SUPERVISORS

Section 1. Appointment.

- a) Director of Obedience Training. On or before the commencement of each training year, the Executive Board shall appoint a director of obedience training, who shall serve with or without compensation as the Executive Board may direct. The Director of Obedience Training shall prepare an obedience training program and shall supervise all obedience training activities of the corporation. Subject to the approval of the Executive Board, the Director of Obedience Training may appoint and remove instructors and may delegate to such instructors such duties with respect to obedience training as such Director shall deem necessary to carry out the objectives of the corporation. The Director of Obedience Training may, with the approval of the Executive Board, appoint assistant director(s) of obedience training, who shall accept such responsibilities and perform such duties as may be delegated to them by the Director of Obedience Training. The assistant director(s) shall serve without compensation.
- b) All classes, other than those dealing with obedience training, shall be under the direct supervision of the Executive Board.

Section 2. Attendance. The Director or Assistant Director(s) of Obedience Training and the coordinators or supervisors of other club-sponsored classes will attend meetings of the Executive Board at the request of the President. When these person deem it necessary, in the interest of the classes they are conducting, they may request permission to speak at a meeting of the Executive Board regarding their assignment.

Section 3. Complaints. Any complaints or suggestions relating to obedience training not resolved by the Director, shall be submitted to the Executive Board who shall appoint a committee of three (3) members, none of whom need be members of the Executive Board, two (2) of whom may be members of the Executive Board, to meet with the directors, supervisor or coordinators of the classes under discussion to work out a satisfactory program to clarify any complaints.

ARTICLE XI – AMENDMENTS

These By-Laws may be altered or amended or repealed by the affirmative vote of two-thirds (2/3) of the members of the corporation present and voting at a special meeting of the members. Notice of the intent to alter, amend, or repeal shall be contained in the notice of the meeting. Such special meeting may be called pursuant to Article II, Section 3 of these By-Laws.

ARTICLE XII – MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December.

Section 2. Official Year. The official year of the corporation shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 3. Training Year. The training year of the corporation, consisting of the training program, shows, and social activities of the corporation, shall begin on the first day of January and end on the 31st day of December.

Section 4. Checks. All checks or demands of money of the corporation shall be signed by such officer or officers or such other person or persons as the Executive Board may from time to time designate