

CAROLINA WORKING GROUP ASSOCIATION

CONSTITUTION AND BY LAWS

Amended February 19, 2014

Constitution

ARTICLE I. Name and Objectives

SECTION 1. The name of the Club shall be the CAROLINA WORKING GROUP ASSOCIATION.

SECTION 2. The objectives of the Club shall be to:

- (a) further the advancement of all working group breeds
- (b) protect and advance the interests of dog shows, obedience trials, agility trials, tracking events and working breed related performance events, and encourage sportsmanlike competition at such events.
- (c) conduct sanctioned matches, dog shows, obedience trials, agility trials, tracking and any other event for which the Club is eligible under the Rules and Regulations of the American Kennel Club and
- (d) encourage, educate and welcome new exhibitors into the sport of purebred dogs.

SECTION 3. The Club shall not be conducted or operated for profit, and no part of any profits or the remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

By-Laws

ARTICLE I. Membership

SECTION 1. Eligibility.

Regular Membership shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club, who subscribe to the purposes of this Club, and fulfill the requirements for membership as described in Section 3 of this Article. 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.

Junior Membership is open to all persons 9 -17 years of age. Junior members shall be exempt from annual dues, holding office and voting privileges. Upon reaching the age of eighteen, junior members may automatically advance to full membership upon payment of annual dues.

SECTION 2. Dues. Membership dues shall be as determined from time to time by the board of directors but in not to exceed \$100 per person per year, payable on or before January 1. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of 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

these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. The application shall provide information to indicate an ongoing interest in one or more working breeds.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and the affirmation votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

SECTION 4. Applicant Membership Endorsement. Any member in good standing who has held membership in the Club for a least one full year may endorse an applicant for membership. Couples who are applicants for membership applying on the same Application Form will be considered as a regular membership and will be endorsed as one (1) applicant for membership by any member(s) in good standing.

SECTION 5. Termination of Membership. Members may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary. But no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- (b) By lapsing. A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year. However, the Board of Directors may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a member be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. A member may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II. Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club must be held at least six (6) times per year within the greater Charlotte, North Carolina area, such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be e-mailed/mailed to the membership at least 10 days prior to the date of each meeting. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President or by a majority vote by the Board of Directors who are present and voting at any regular or special meeting of the Board of Directors, and shall be called by the Recording Secretary upon the receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the greater Charlotte, North Carolina area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be e-mailed/mailed by the Recording Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors must be held at least six (6) times per year within the greater Charlotte, North Carolina area at such time and place designated by the Board of Directors. Under circumstances in which the Board of Directors cannot meet as previously

designated, the Board of Directors may hold meeting via teleconference or videoconference. Written notice of each meeting shall be e-mailed/mailed by the Recording Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

SECTION 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board of Directors. Such special meetings shall be held within the greater Charlotte, North Carolina area, at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be e-mailed/mailed by the Recording Secretary at least 5 days but not more than 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. A quorum for such a meeting shall be a majority of the Board of Directors.

SECTION 5. Voting. Each member who is in good standing and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which the member is present. Proxy voting will not be permitted at any Club meeting or election.

SECTION 6. Board Meetings and General Club Meetings and Other Club Notices. Clubs may send members notification of club meetings (also included would be dues notices; minutes and newsletters) and board members notification of board meetings via email provided that:

The member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control.

*Section 6 is in accordance with AKC Policy for use of electronic notification of meetings effective January 1, 2006.

ARTICLE III. Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall be comprised of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, the Immediate Past President (as described below) and five (5) other persons all of whom shall be members in good standing. The Board of Directors, except the Immediate Past President will be elected every two years and serve as provided in Article III. The officers and the five Directors will be elected for two year terms.

SECTION 2. Officers. The Club's officers consisting of the President, First Vice-President, Second 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 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 By-Laws.
- (b) The Vice-Presidents shall perform such duties that may be assigned by the President or the Board of Directors. The First Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Recording Secretary shall keep a record of all the Club and Board of Directors activities and of all matters for which a record shall be ordered by the Club including:
 - an up to date roster of members and their addresses,
 - copies of the minutes of all meetings,
 - records of notification to:

- new members of their election to membership,
- the Board of Directors of their election to office

as well as carry out such other duties as are prescribed in these By-Laws or by the Board of Directors.

- d) The Corresponding Secretary shall have charge of general Club correspondence not covered in the duties of the Recording Secretary including: notifying members of meetings, general correspondence and lending as much assistance as possible to committee chairmen with mailings pertaining to Club business and carrying out such other duties as are prescribed in these By-Laws or by the Board of Directors.
- (e) The Treasurer shall collect and receive all money due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board of Directors, in the name of the Club. The books shall at all times be open to the inspection of the Board of Directors. The Treasurer shall report at every meeting the condition of the Club's finances. At the Annual Meeting the Treasurer shall render an account of all monies received and expended during the previous Club year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. There shall be a yearly audit by a committee appointed by the Board of Directors. Further, there shall be an audit by a licensed CPA as directed by the Board of Directors no less frequently than 3 years.

SECTION 3. Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next bi-annual election by a majority vote of all the then members of the Board of Directors at its first regular meeting following the creation of such vacancy, or at a special Board of Directors meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the First Vice-President; the resulting vacancy in the office of First Vice-President shall be filled by the Second Vice-President and the resulting vacancy in the office of Second Vice-President shall be filled by appointment of the Board of Directors.

ARTICLE IV. Club Years, Annual Meeting and Elections

SECTION 1. Club Year. The Club's 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 Annual Meeting and shall continue through to the next Annual Meeting.

SECTION 2. Annual Meeting. The Annual Meeting shall be held in the month of December. For even numbered years, the Board of Directors for the ensuing 2 years shall be elected by secret ballot from those nominated in accordance with Section 4 of this Article. They will take office immediately upon the conclusion of the election at the Annual Meeting and shall continue through the election for the next even numbered Annual Meeting. Each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for vacancies on the Board of Directors who receive the greatest number of votes shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. No one may be a candidate before being a member of the Club for one (1) year. At the September meeting for even numbered years, the President, with Board of Directors approval shall appoint a Nominating Committee consisting of three (3) members and one (1) alternate, no more than one of whom may be a member of the Board of Directors, and designating one member as Chairman. The Corresponding Secretary shall immediately notify the committee members and alternate(s) of their selection. It shall be the Chairman's duty to call a Committee Meeting which will be held on or before September 30.

- (a) The Committee shall nominate one candidate for each office and each of the positions on the Board of Directors. After securing the consent of each person so nominated, the

Committee shall report their nominations to the Recording Secretary in writing no later than October 15th.

- (b) Upon receipt of the nominating Committee's report, the Recording Secretary shall, before November 1st, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the November 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.
- (d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

ARTICLE V. Committees

SECTION 1. The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, educational programs, 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 of Directors. Special committees may also be appointed by the Board of Directors to aid it on particular projects.

SECTION 2. 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

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of fifty (50) dollars which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board of Directors meeting. The Board of Directors shall first consider whether such actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board of Directors 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 of a hearing not less than three (3) weeks or more than six (6) weeks thereafter. The Recording 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 own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board of Directors 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 complainant and defendant, the Board of Directors may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club 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 his fellow members at the ensuing Club meeting which considers the Board of Directors recommendation. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board of Directors 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 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 within 60 days but not earlier than 30 days after the date of the Board of Directors recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors findings and recommendations, and shall invite the defendant, if present, to speak if he wishes. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3rds 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.

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 Recording Secretary signed by twenty (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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

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

ARTICLE VIII. Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3rds of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntarily or involuntarily 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 payments of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE IX. Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature may permit, shall be as follows:

- Roll Call
- Minutes of the Last Meeting
- Report of the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Board of Directors (at Annual Meeting)
- Election of New Members
- Unfinished Business

New Business
Adjournment

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

Roll Call
Reading and approval of the minutes of the last meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised*, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

*Approved by the Carolina Working Group Association on February 19, 2014.