



KAI KEN
SOCIETY
OF AMERICA

BYLAWS

ARTICLE I: MEMBERSHIP

SECTION 1. Eligibility. Membership shall be open to all persons 18 years of age and older who are in good standing with The American

Kennel Club and who subscribe to the purposes of this club. Regular Membership enjoys all club privileges including the right to vote and hold office.

SECTION 2. Dues. Membership dues shall be set by the Board at the annual meeting each year and shall not exceed \$50 per year, payable on or before the 1st day of October of each year. No member may vote whose dues are not paid for the current year. During the month of September, the Treasurer shall send to each member via letter or email a statement of his 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 bylaws and the rules of The American Kennel Club. The application shall state the name and address of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by 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 they must be paid in full prior to full resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI.

ARTICLE II: MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the club shall be held at such hour and place in conjunction with the club's specialty show if possible, at a place, date, and hour designated by the board of directors, or electronically. Written notice of the annual meeting shall be emailed by the Secretary to each member at least 1 week prior to the date of the meeting. The quorum for the annual meeting shall be 10% 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 of the members of the Board who are present at a meeting of the board or who vote by mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the board of directors or electronically. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice

of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings The first meeting of the Board shall be held immediately following the election. Other meetings of the board of directors shall be held at such times and places or electronically via chat group, telephone conference call, or video conference as are designated by the President or by a majority vote of the entire board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board. Directors may participate in a meeting of the Board in person, by conference telephone, or any means of communication by which all persons attending are able to hear or read from each other. Items voted upon at meetings other than in-person meetings shall be confirmed in writing within seven days, unless the Secretary confirms the vote during the meeting with a roll call.

SECTION 4. Board Business The board of directors may also conduct business by telephone conference call, mail, and email provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail and email must be confirmed in writing by the Secretary within seven days.

Section 5. Board Action Outside a Meeting The Board of Directors may conduct its business communications electronically, by mail, FAX or telephone conference call through the Secretary. The Board may take action outside of a meeting by a majority written vote of the Board on routine matters proposed by a motion and second. However, any two members of the Board may elect to have the matter held for vote at the next official meeting of the Board.

Section 6. Voting Each member in good standing whose dues are paid shall be entitled to one vote at any meeting of the Club at which they are present.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors The Board shall be comprised of the officers and two other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected for alternating two-year terms as provided below, and shall serve until their successors are elected. The President, Secretary, Delegate and one of the two non-officer members shall be elected in odd numbered years; the Vice President, Treasurer and the other non-officer board member in the even numbered years. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- . (a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- . (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

- . (c) The Secretary shall keep a record of all meetings of the club and of the board and of all votes taken, 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 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 any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.
- . (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the board, in the name of the Club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting of the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- . (e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of (5) persons.
- . (f) AKC[®] Delegate. The duties of the Delegate shall be to represent the interests of the Club and its members to The American Kennel Club as directed by the Board of Directors and to report to the Club all relevant actions and matters from AKC, as well as maintain information about Kai with the AKC.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election by a majority vote of the members of the board; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

ARTICLE IV THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION 1. Club Year. The club's fiscal year shall begin on the 1st day of October and end on the last day of September. The club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors and amendments to the constitution and bylaws, changes to the standard of the breed, and all other matters which the Board decides are of sufficient importance to be decided by written ballot cast by mail or electronically.

SECTION 3. Annual Election. The election of officers and directors shall be conducted by secret ballot. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot (provided, however, that the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting).

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws, nor without the written acceptance of each nominee signifying his willingness to be a candidate. Except for the position of delegate, no person shall be a candidate for more than one position.

(a) A Candidate must be nominated by a member in good standing, and consent to serve. If no valid additional nominations are made for an office or the Board, the slate shall be declared elected and no balloting will be required.

(b) If one or more nominations are made, the Secretary (or an independent professional firm designated by the board) shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a means of voting by survey or poll.

ARTICLE V COMMITTEES

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, field trials, obedience trials, trophies, annual prizes, membership, the newsletter, health testing 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.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board 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 all 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 a member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. 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 interests of the club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or of the breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the board or a committee of not less than three members of the board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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 or board committee 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 or board committee may by a majority vote of those present reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "... member (X) was officially reprimanded as a result of charges filed by member (Y).") or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, 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 fellow members at the ensuing club meeting, which considers the recommendation of the board or board committee. Immediately after the board or board committee 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 decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the board or board committee as provided in Section 3 of this Article. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret ballot on the proposed expulsion. A $\frac{2}{3}$ vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII AMENDMENTS

SECTION 1. Amendments to the constitution and bylaws (and to the standard for the breed) may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20% 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 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 Bylaws or the Standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated.

ARTICLE VIII DISSOLUTION

SECTION 1. The club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ of the members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment 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 PARLIAMENTARY AUTHORITY

SECTION 1. 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 bylaws and any other special rules of order the club may adopt.

These Bylaws were adopted by the Organizational Workgroup of the Kai Ken Society of America on November 24, 2017)