

THE MID-CONTINENT KENNEL CLUB OF TULSA, INC.

Revised CONSTITUTION

Membership Vote - April 9, 2024

Ratified by the AKC Board of Directors - May 10, 2024

ARTICLE 1 - Name and Objects

SECTION 1. The name of the club shall be The Mid-Continent Kennel Club of Tulsa, Inc.

SECTION 2. The club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 3. No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code

SECTION 4. Upon the dissolution of the club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 5. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

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BY-LAWS

ARTICLE 1 - Membership

SECTION 1. Eligibility. There shall be six (6) types of membership:

- (a) Regular - Open to all persons eighteen years of age and older with the right to hold office and vote.
- (b) Household - Two (2) adult members residing in the same household, each eligible to vote and hold office.
- (c) Associate - Open to all persons eighteen years of age and older without the right to vote and hold office.
- (d) Lifetime - Will be given to anyone that has been a regular member for thirty (30) years. They do not pay dues, but have the right to hold office and vote.
- (e) Junior - Open to all persons between nine and seventeen years of age. Junior members cannot vote or hold office. Upon reaching the age of eighteen, they may automatically receive regular member status.
- (f) Honorary - 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, but can maintain regular (or household) membership if they pay dues.

All members must be 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. Regular membership dues shall not exceed twenty-five dollars (\$25.00) per year; Household membership dues shall not exceed thirty-five dollars (\$35.00) per year. Associate membership dues shall not exceed twelve dollars and fifty cents (\$12.50) per year; Junior membership shall not exceed twelve dollars and fifty cents (\$12.50) per year. Lifetime membership shall have no dues. Dues are payable on or before the 1st day of January of each year. 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.

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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 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 members in good standing. Sponsor(s) of an applicant for membership must have held membership in the club for one full year at the time of such endorsement. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read to the first meeting of the club following its receipt. An applicant shall attend three (3) membership meetings or volunteer and work at one (1) annual club event for membership eligibility. When eligibility requirements are met, the application will be voted upon by secret ballot at the next club meeting. An affirmative vote of two thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not re-apply within six months after each rejection.

SECTION 4. Loss of Voting Privileges. Members attending four (4) membership meetings per year or volunteer and work at one (1) annual club event will maintain their voting status. Failure to meet either requirement, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal will be considered by the club's board of directors. Voting privileges shall be reinstated by compliance with membership meeting attendance requirement or volunteering and working at one annual club event.

SECTION 5. 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 debt to the club and must be paid in full prior to resignation.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such members's dues remain unpaid 30 days after the first day January; 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 at any club meeting whose dues are unpaid as of the date of that meeting.

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- (c) by expulsion. A membership 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 shall be held monthly within the greater Tulsa area, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or email in accordance with AKC policy by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (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 of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon 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 Tulsa 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 by mailed or emailed in accordance with AKC policy by the 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 twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors shall be held within the greater Tulsa area or via telephone conference call or via video conference at such day, hour and place as may be designated by the board. The board must hold a minimum of six (6) meetings a year and a maximum of one meeting per month. Written notice of each such meeting shall be mailed or emailed in accordance with AKC policy by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

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 signed by at least three members of the board. Such special meetings shall be held within the greater Tulsa area at such a place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or emailed in accordance with AKC policy 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 may be transacted thereat. A quorum for such a meeting shall be a majority of the board.

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SECTION 5. Voting. Each member in good standing 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. Proxy voting will not be permitted at any club 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, AKC Delegate and three other persons all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the club's annual meeting as proved in Article IV and shall serve until their successors are elected. The AKC Delegate shall be a non-voting board member. 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, Treasurer and AKC Delegate 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 exercise the usual functions of a presiding officer. The President shall be ex-officio member of all committees with the right to vote. The President shall, with the Secretary, execute all contracts on behalf of the club and perform all other such duties as may be assigned to him/her by the board of directors.
- (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 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 any member in good standing, upon written request, not more than once every year, and carry out such other duties as are prescribed in these bylaws. In case of temporary absence on the part of the Secretary, his/her functions shall be exercised by the board of directors.

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- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited 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 and a report shall be given at every meeting on 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 at the expense of the club in such amount as the board of directors shall determine. In case of temporary absence on the part of the Treasurer, his/her functions shall be exercised by the board of directors.

- (e) The AKC Delegate shall represent the club at AKC delegate meetings and shall have the required qualifications as outlined by Article IV of the AKC Bylaws. The Delegate shall commit to attend and participate at delegate meetings, submit to the club a timely report on the actions taken at delegate meetings and present actions and issues that will come before future delegate meetings. The Delegate shall vote at delegate meetings as directed by the club.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of all the members of the board at its first regular meeting following the creation of such vacancy, or at special board meeting called for that purpose; 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 the Vice President shall be filled by the board.

ARTICLE IV - The Club Year, Annual Meeting, Election

SECTION 1. Club Year. The club's fiscal and official year shall begin on the first day of January and end on the thirty-first day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of December at which Officers, Delegate to the American Kennel Club and Directors for the ensuing year shall be elected by secret, ~~written~~ ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon 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 thirty (30) days after the election. If the nominated slate is unopposed, the slate shall be

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elected by acclamation. The Secretary will cast one vote for each candidate on the unopposed slate.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office and AKC Delegate shall be declared elected. The three nominated candidates for other positions on the board who receive the greatest number of votes for such position shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in the club election who has not been nominated. All candidates shall be members in good standing. During the month of September the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of which shall be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman and it shall be such person's duty to call a committee meeting which shall be held on or before October 1st.

- (a) The committee shall nominate one candidate for each office and for Delegate who may but need not be an officer of the club, and three candidates for the three other positions on the Board, and, after securing consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report the Secretary shall at least two weeks before the November meeting notify each member 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 his/her 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 his/her 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 provided in this Section.

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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, 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.

SECTION 2. Any committee appointment may be terminated by 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 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 a member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of fifty dollars (\$50.00) which shall be forfeited if such charges are not sustained by the board 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 which would be prejudicial to the best interests of the club. If the board 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 by the board not less than three (3) weeks or more than six (6) 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 on 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 complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months

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from the date of the hearing. 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/her fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board 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'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 regular or special meeting of the club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the 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 this meeting. The President shall read the charges and the board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by a secret written ballot on the proposed expulsion. A two-thirds (2/3) secret vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII - Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by twenty percent (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 (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a two-thirds (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 delivered to each member at least two weeks prior to the date of the meeting. Except as otherwise specifically required in these bylaws or by applicable law, all notices required to be given pursuant to these bylaws may in every instance in connection with any delivery to a member, be effectively given by hand delivery (including use of a delivery service), by depositing such notice in the mail, or by sending such notice by overnight express courier, facsimile, electronic mail or other form of electronic transmission.

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SECTION 3. No amendment to the constitution and bylaws shall become effective until it has been approved by the Board of Directors of the AKC.

ARTICLE VIII - Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the club whether voluntary or involuntary or by operation of the 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 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 of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Vice-President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer

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Reports of Committees

Unfinished business

New business

Adjournment

ARTICLE X - Parliamentary Authority

SECTION 1. 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 which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.