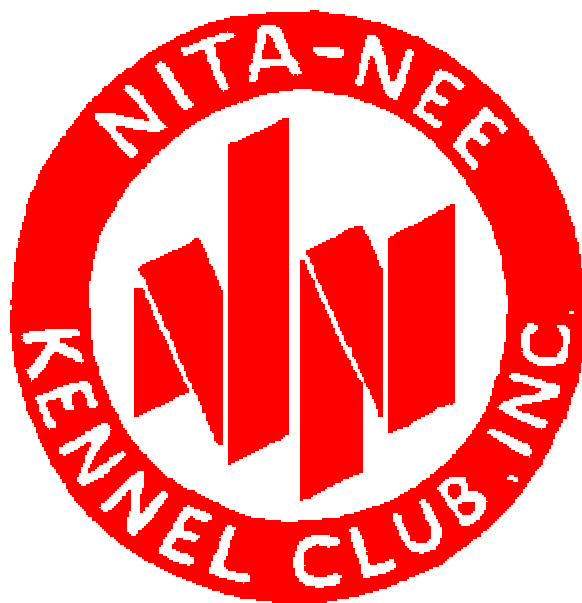


CONSTITUTION AND BYLAWS

OF

**THE NITA-NEE KENNEL CLUB, INC.
P.O. BOX 892
STATE COLLEGE, PA 16801**

Founded January 18, 1970; Incorporated September 1, 1971



As adopted February 17, 1970. Revised January 18, 1972; May 16, 1972;
October 19, 1976; September 20, 1983; November 18, 1988; August 15, 1995;
November 18, 1997, January 15, 2002, October 21, 2003.

CONSTITUTION

ARTICLE I

NAME AND OBJECTS

SECTION 1. The name of the club shall be Nita-Nee Kennel Club, Inc.

SECTION 2. The objects of the Club shall be:

- A.** To further the advancement of all breeds of purebred dogs.
- B.** To do all in its power to protect and advance the interests of dog shows, obedience trials, agility trials, field trials or tracking tests and to encourage sportsmanlike competition at such events.
- C.** To conduct sanctioned matches, dog shows, obedience trials and tracking tests under the rules and sanctions of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or 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 from time to time revise such Bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE 1: MEMBERSHIP

SECTION 1. Eligibility.

Membership in the Club shall be open to all persons who subscribe to its objectives, endorse its Code of Ethics, are in good standing with the American Kennel Club and abide by its rules and regulations. While membership is not restrictive as to residence, the Club's purpose is to be a representative of the breeders and exhibitors of its geographic region.

SECTION 2. Membership Classifications.

The Club shall have three (3) classifications for membership: Regular, Junior, and Honorary Life.

A. *Regular Member* - Any person eighteen (18) years of age or older whose dues are paid for the current year. Regular members shall be eligible to vote and hold elective office.

B. *Junior Member* - Any person at least ten (10) years of age, but less than eighteen (18) whose dues are paid for the current year. Upon meeting the age eligibility requirement, Junior Members will automatically become a Regular voting Member. It is the responsibility of the Junior Member to inform the Treasurer of this change. The increase in dues will be assessed at the beginning of the next fiscal year.

C. *Honorary Life Member* - In extraordinary cases, any person who has distinguished himself/herself by service to the dog fancy or the Club, and elected by the membership at the time of the Annual Meeting of the Club. These members have all the rights and privileges accorded Regular Members as stated in these Bylaws.

SECTION 3. Dues.

Annual membership dues shall be paid at the first day of the fiscal year. Dues shall be established by the officers and directors of the Club by the last day of the third quarter of the fiscal year. No member may vote whose dues are not paid for the current fiscal year. Within thirty (30) days of the start of the fourth quarter renewal notification shall be issued to all members. New members who join after the first day of the fourth quarter shall be considered paid through the last day of the following fiscal year.

SECTION 4. Election to Membership.

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the Code of Ethics, which shall accompany each application form, 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. Accompanying the application, the prospective member shall submit dues payment for the current fiscal year. All applications are to be filed with the Corresponding Secretary. The Corresponding Secretary shall forward such applications to the Board for review and approval at the next regular Board meeting following the receipt of the application. Upon Board approval, the applicant's resume shall be published in the next issue of the newsletter. At the following regular Club meeting, the application will be voted upon and affirmative votes of three-fourths (3/4) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply for six (6) months after such rejection.

SECTION 5. Exception.

Honorary Life Members shall be nominated and elected as follows: only members of the Board of Directors may nominate persons for Honorary Life Membership. Such nominations may be written or oral and may be made at any meeting of the Board. At the next meeting of the Board, a vote shall be taken. If three-fourths (3/4) of the entire Board support the nomination, it shall be presented in written form to the membership at least thirty (30) days prior to the annual meeting. At that time, a three-fourths (3/4) vote of the members present and voting shall be required to elect the nominee to Honorary Life Membership.

SECTION 6. Termination of Membership.

Memberships may be terminated:

A. *by resignation.* Any member may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club or with disciplinary charges pending. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

B. *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the first day of the fiscal year. However, upon the member's written request to the Treasurer, the Board may grant thirty (30) days of grace (commencing with Board approval) 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.

C. *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II: MEETINGS AND VOTING

SECTION 1. Club Meeting.

The Club shall hold a minimum of six (6) meetings a year, on a regular basis set by the Board. All Club meetings shall be held in the greater State College, Pennsylvania area. Written notice of the dates of the meetings shall be mailed to the membership via the newsletter. The quorum for such meetings shall be ten percent (10%) of the regular members in good standing.

SECTION 2. Special Club Meeting.

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 Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the greater State College, Pennsylvania area, at such date, place, 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 mailed by the Corresponding Secretary for postmark at least five working days and not more than fifteen (15) working days prior to the date of the meeting. 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 regular members in good standing.

SECTION 3. Board Meetings.

The Board of Directors shall hold a minimum of six (6) meetings a year in the greater State College, Pennsylvania area, at such hour and place as may be designated by the Board. Written notice of such meetings shall be mailed via the newsletter. The quorum for such meetings 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 Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater State College, Pennsylvania 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 mailed by the Corresponding Secretary for postmark at least five (5) working days and not more than fifteen (15) working 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.

SECTION 5. Voting.

Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any Club meeting 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, Corresponding Secretary, Recording Secretary, Treasurer, and four (4) other regular members. The club's officers will be elected for a one-year term; the other four (4) members shall hold two-year terms: two (2) to be elected each year, the remaining two (2) to be elected in odd numbered years. General

management of the Club's affairs, except where limited in these Bylaws, shall be entrusted to the Board of Directors. The Board shall make a report to the Club at each regular meeting and in the monthly newsletter.

SECTION 2. Officers.

The club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording 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. *President.* The President shall preside at all meetings of the Club and of the Board, shall appoint committee chairpersons as needed to carry out the functions of the Club, shall annually appoint a newsletter editor, and shall have the duties and powers normally appurtenant to the office of President in addition to those specific in these Bylaws. The outgoing President shall oversee the transfer of all Club records at the annual Club meeting.

B. *Vice President.* The Vice-President shall have the duties and shall exercise the powers of the President in the case of the President's death, absence, or incapacity. The Vice-President shall be responsible for the inventory and control of such educational materials owned by the Club (*i.e.*, videos, films, books, etc.). The Vice-President shall be the meeting parliamentarian and present committee reports for absent committee chairpersons.

C. *Corresponding Secretary.* The Corresponding Secretary shall 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, and carry out such other duties as are prescribed in these Bylaws.

D. *Recording Secretary.* The Recording Secretary shall keep a record of all meetings of the Club and of the Board, including attendance records, and of all matters of which a record shall be ordered by the Club. A summary of such records shall be published in the newsletter. The Recording Secretary shall maintain a file or record of all applications acted upon by the Club and will carry out such other duties as are prescribed in these Bylaws.

E. *Treasurer.* The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall be responsible for issuing yearly dues notices to all Club members within thirty (30) days of the start of the fourth quarter of the fiscal year. He/She shall be in charge of the dispersal of Club monies as approved by the Club. He/She shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to the inspection of the Board and he/she shall report to the Board at every meeting, the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

SECTION 3. Vacancies.

Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all the remaining members of the Board at its first regular meeting following the creation of such vacancy, or at a 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 Vice-President shall be filled by the Board.

ARTICLE IV: THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year.

The Club's fiscal year shall begin on the 1st day of April and end on the 31st of March. The club's official year 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 2. Annual Meeting.

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

SECTION 3. Elections.

Elections shall be held in the last month of the fourth quarter at the regular Club meeting. The officers and directors for the ensuing fiscal year shall be elected by a secret written ballot from among those nominated in accordance with these bylaws. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who receive the greatest number of votes for the available positions shall be declared elected. If further balloting is required, the name of the individual receiving the lowest number of votes on the preceding ballot shall not be placed on subsequent ballots.

SECTION 4. Nominations.

No regular member may be a candidate in a Club election who has not been nominated. The nominating committee chairperson shall select a Nominating Committee consisting of three (3) Club members, not more than one (1) of whom may be a member of the Board. It shall be the committee's duty to present a slate of candidates by last month of the third quarter to be published in that month's newsletter.

A. The Committee shall nominate at least one (1) candidate for each office or open Board position; and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

B. Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify, via the newsletter of the first month of the fourth quarter, each member of the candidates so nominated.

C. Additional nominations may be made at the following regular Club meeting by any regular 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, his/her proposer shall present to the Recording 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.

D. Nominations cannot be made at any other meeting or in any manner other than provided in this Section.

E. At the election meeting, the Nominating Committee shall act as tellers and report the election results to the President. However, should a member of the Committee be a candidate for office, he/she shall be excused for the responsibility to serve as an election teller. A minimum of two (2) tellers is required. If less than two (2) committee members are available, the President shall appoint the necessary number from the floor.

ARTICLE V: COMMITTEES

SECTION 1.

At the annual meeting, the incoming President shall appoint committee chairpersons for the standing committees in order to advance the work of the Club, which may well be served by such committees. Each chairperson shall appoint his/her own committee according to the guidelines specified. Such appointments shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid in particular projects. Any policies or procedures developed by a committee must receive Board approval before their implementation.

A. The following shall be the standing committees and their duties:

(1) The Nomination Committee.

The Nomination Committee shall perform the duties defined in Article IV, Section 4 of these bylaws.

(2) The Audit Committee.

The Audit Committee should consist of one Board member and two (2) members at large. The Audit Committee shall annually audit the records of the Treasurer during the final month of the fourth quarter, reporting their findings and recommendations to the membership at the annual meeting.

(3) The Finance Committee.

The Finance Committee should consist of the Treasurer, a Board member, and a regular member of the club. None of these committee persons may serve on the Audit Committee. This committee shall be responsible for recommending an annual budget and policies concerning Club funds and cash balances to the Board of Directors. The proposed budget shall be presented at the start of the fourth quarter of the fiscal year for voting the following month at the Club meeting.

(4) The Awards Committee.

The Awards Committee shall be administrators of the Club's award program.

(5) The All-Breed Dog Show and Obedience Trial Committee.

The All-Breed Dog Show and Obedience Trial Committee shall consist of the Board of Directors and as many members as deemed necessary to the fulfillment of its responsibilities. The Committee shall plan, conduct, and manage the Club's annual all-breed dog show(s) and obedience trial(s).

(6) The AKC Sanctioned Match Committee.

The AKC Sanctioned Match Committee shall consist of as many members as deemed necessary to fulfill its responsibilities. The committee shall plan, conduct, and manage the Club's annual AKC sanctioned match(es).

(7) The Public Education Committee.

The Public Education Committee shall consist of the Vice-President and as many members as deemed necessary to carry out its responsibilities. The committee shall organize educational programs, seminars, classes, etc. and maintain the Club's educational literature.

(8) The Club Policy Committee.

The Club Policy Committee shall consist of one (1) Board member and at least two (2) regular members of the Club. This committee shall formulate, propose, and revise policy statements regarding the general operations of the Club. Any recommendations from the committee shall require approval of the Board as well as the Club membership.

(9) The Membership Committee.

The Membership Committee shall consist of the Corresponding Secretary and as many members as deemed necessary to maintain and distribute current application forms and perspective member packets.

B. Other Committees.

The President may appoint such additional committee chairpersons as may be needed.

SECTION 2.

Any appointed committee person 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 person(s) whose services have been terminated. Each Club committee shall prepare a written report of its yearly activities to be filed with the Club Secretary after presentation to the membership at the Annual Meeting.

ARTICLE VI: DISCIPLINE**SECTION 1. American Kennel Club Suspension.**

Any member who is suspended from 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 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 ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 interest of the Club. Should either the complainant or the defendant be members of the Board, they shall not be involved in the Board's decisions regarding the disciplinary action. 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 before the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall, within 72 hours of the Board meeting, send one copy of the charges to the accused member by certified, restricted delivery, return receipt showing to whom and date delivered, mailed together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes. Failure of the accused to sign for the letter will result in the scheduled hearing with the accused in absentia.

SECTION 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the 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 (6) months from the date of the hearing. And, if it deems the 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 findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall immediately notify each of the parties in writing 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 a 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 for expulsion. The defendant shall have the privilege of appearing on 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 meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) 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.

SECTION 5. Removal from Office.

Removal of an Officer or Director may be accomplished by Board action at a regular monthly Board meeting. Written notification must be sent to the member prior to the Board meeting by the Recording Secretary, giving notice of the proposed removal. For removal, a written complaint must be submitted to the Recording Secretary by another Officer or Director.

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 Corresponding Secretary signed by twenty percent (20%) of the regular membership. 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 Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

SECTION 2.

The constitution and bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the meeting.

SECTION 3.

No amendment to the constitution and bylaws that is adopted by the Club shall be effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII: DISSOLUTION

SECTION 1. Dissolution.

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the regular members. In the event of the dissolution of the Club other than for the 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: 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 and Board meeting
 Report of President
 Report of Secretaries
 Report of Treasurer
 Reports of Committees
 Election of Officers and Board
 Election of new members
 Unfinished business
 New business
 Adjournment

SECTION 2.

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

Roll call
 Reading of the minutes of the last meeting
 Report of Secretaries
 Report of Treasurer
 Reports of Committees
 Unfinished business
 New business
 Adjournment

ARTICLE X: PARLIAMENTARY AUTHORITY

SECTION 1.

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, 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.