

CONSTITUTION AND BY-LAWS
The Ontario County Kennel Club
Revised November 9, 2009

ARTICLE 1 NAME OF THE CLUB

The name of the Club shall be "THE ONTARIO COUNTY KENNEL CLUB", hereinafter referred to as "the Club".

ARTICLE 2 AIMS (OBJECTIVES) OF THE CLUB

1. The encouragement and development of purebred dogs by holding dog shows, agility and obedience trials for competition and public interest.
2. To improve the knowledge about purebred dogs through the collection and dissemination among membership and the public of information and knowledge considered beneficial to the purebred dog.
3. Educating Club members and the public at large in the benefits of purebred dogs.

ARTICLE 3 AREA OF OPERATION

The area of operation shall be the Regional Municipality of Durham.

ARTICLE 4 MEMBERSHIP

1. (a) Membership in the Club shall be open to everyone willing to abide by the rules and regulations set out in this Constitution.
(b) Any individual rejected for membership by the club must be provided with a written explanation of why they were not accepted.
2. Membership in the club
2. There shall be two (2) classes of membership in the Club, Active and Honorary Life.
3. Active Club members are persons who:
 - (a) have completed the Club application form;
 - (b) have obtained the age of 16 years;
 - (c) have obtained the signatures of two (2) members on the initial club application form;
 - (d) have their initial club application read at a general monthly meeting and their name published in those minutes to allow comments from the membership;

- (e) have been accepted into membership by a majority of the members in attendance at a subsequent general meeting of the Club;
 - (f) have paid the annual dues as set from time to time by the Club;
 - (g) attend a minimum of five (5) meetings per year
4. Active members who have rendered distinguished or dedicated service to the Club over a number of years may be nominated for Honorary Life Membership by the Board of Directors at an Annual General Meeting and be granted this status by a two-thirds majority vote of the members present. Honorary Life Members shall not be required to pay annual dues.
 5. Active and Honorary Life members are voting members.
 6. Active and Honorary Life members shall be eligible for Club discounts, privileges and may hold office. Active members must be members of the club for a period of one calendar year prior to holding office.
 7. At the discretion of the Board, the minimum monthly attendance requirement for active members may be waived.

ARTICLE 5 MEMBERSHIP YEAR

The Membership year shall be the calendar year. Each member of the Club shall be provided with a membership card setting out the designated status of that member in accordance with the provisions of the Constitution and By-Laws. A current membership card shall be evidence of that member's current status in the club.

ARTICLE 6 MEMBERSHIP DUES

The Board of Directors shall from time to time set by resolution the amount of the Membership due, the manner of payment and the persons subject to such dues. Any increases in the amount of dues shall be ratified by a two-thirds majority vote of the members present at a special general meeting called for that purpose, or at the next annual meeting.

ARTICLE 7 LOSS OF MEMBERSHIP

Any member who:

- (a) neglects to pay any dues when due;
- (b) violates any article of this Constitution or By-Laws;
- (c) violates any of the By-Laws of the CKC;
- (d) is found to have engaged in conduct or activities deemed prejudicial or injurious to the reputation of the Club or its members; may be suspended or expelled from the Club.

1. Discipline

- a) No member shall be expelled under any provision of these By-Laws except by a two-thirds majority vote of the members present at a Board hearing convened to hear the charges.
- b) The members may consider both the issue of expulsion or suspension of a member or members and the question of “conduct or activities deemed prejudicial to the Club”, at the same regular general meeting or special general meeting.
- c) No member shall be suspended or expelled without first being given the opportunity to respond to any and all allegations made concerning his/her conduct or activities, and such response shall be confined to the ordinary right of any voting member to speak to any matter on the floor for discussion.
- d) Any member of the club who is suspended, debarred, deprived, expelled, or whose membership has been terminated by The Canadian Kennel Club’s Discipline Committee, shall be suspended from the privileges of the club for a like period.

2. Complaints

- a) Any accusations, complaints, and/or charges against a Club member must be submitted to the Board of Directors, complainant and defendant, within 30 days, by registered mail, care of the Club Secretary, for consideration by the Board of Directors only. A deposit of \$25.00 must accompany such a complaint or charge against any Club member. The deposit, in full, will be returned if such complaint or charge is substantiated. When such complaint or charge fails to be substantiated, the deposit is forfeited and placed into Club funds.
- b) The Secretary upon receiving such a complaint, within thirty (30) days shall forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant and each member of the Board.

3. Board Hearings

- a) The hearing date shall be set no later than ninety (90) days from date of receipt of the complaint. If the hearing is held by the Board, a minimum of four (4) members of the Board must be present. In the event that the hearing is held by a committee, at least a majority of the appointed committee shall be present. Should a complaint be laid against the

Secretary, then the President shall act in accordance with these rules.

- b) The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and the defendant, the Board or Committee may by a majority vote of those present, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

ARTICLE 8 MEETINGS

1 1. Annual General Meeting (“AGM”)

- (a) The AGM shall be held once each year, and the quorum for the AGM shall be six (6) voting members; two (2) of the six (6) must be Board Members.
- (b) The procedure followed during the course of any AGM shall include:
 - (h) presentation of the report from the Board of Directors;
 - (ii) presentation of the financial statements and any appropriate financial reports;
 - (iii) presentation of reports from all Committee Chairs;
 - (iv) the ratification of confirmation of approval of any and all changes, deletions, or amendments to the constitution and by-laws of the Club which require ratification, confirmation or approval of the membership;
 - (v) the appointment of auditors, for the ensuing year;
 - (vi) the election of officers of the Club, Committee heads and Board members as required by the by-laws.

2. Regular Meeting

Except for July and August, the Club shall meeting monthly on a day, time and place specified by the Board at the AGM. The quorum for a regular general meeting shall be six (6) voting members.

3. Special General Meeting

The President of the Club shall call a Special General Meeting (hereinafter referred to as “SGM”) after receiving a written request to that effect by the Board of Directors, or by a minimum of five (5) voting members of the Club. The request must specify the purpose and object of the proposed meeting. The notice to the members of such a SGM shall be by telephone or mail at least ten (10) days before the meeting date. The meeting shall be held within thirty

(30) days after receipt of the written request. The quorum for such a special general meeting is six (6) voting members.

4. Board Meetings

Meetings of the Board of Directors shall be held at such times and places as are agreed to by a majority of the Board. Board business may be conducted by mail through the secretary

ARTICLE 9 ORGANIZATION

The Board of Directors will consist of:

President
Vice-President
Show-Chair
Secretary
Treasurer
Directors (5)

The Club shall be governed by a Board of Directors elected by the voting members of the Club at the AGM and this board will take office immediately thereafter.

All members wishing to serve on the Board of Directors must be Active members for more than one year, residents of Canada and Canadian Kennel Club members in good standing and resident of Canada.

The affairs of the Club shall be managed by the Board of Directors. The Board of Directors shall have the power to run the business of the Club. All Board recommendations shall be presented to the Club for vote at the next General or Special meeting. The Board shall appoint Standing Committees as necessary.

All Cheques, Drafts, Notes, Acceptances, Bills of Exchange or Orders of payment of money, shall be signed and/or endorsed by the Treasurer and at least one of the following Executive Officers, President, Vice-President or Secretary.

ARTICLE 10 FINANCES

A club must have a separate and independent bank account in the name of the Club and all cheques, over \$500.00, drawn from the Club account must have the signature of a minimum of two (2) officers and naming the office. The Treasurer can approve cheques without a second signature up to \$500.00. Standing Resolution

ARTICLE 11 NOMINATIONS

1. No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen at the General Meeting immediately prior to the AGM. The Committee may consist of three (3) members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a Chair for the Committee. The Nominating Committee may conduct its business by e-mail.
2. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. Candidates shall not be nominated for more than one office or position on the Board of Directors. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate, to each member of the Club two (2) weeks before the AGM, so that additional nominations may be made by the members if they so desire.
3. Additional nomination of eligible members may be made from the floor at the AGM.
4. If no valid additional nominations are made at the AGM, the Nominating Committee's slate shall be declared elected and no balloting will be required.

ARTICLE 12 OFFICERS

The **President** shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normal to that office, including being an ex-officio member of all committees with voting privileges to be decided on at the discretion of the particular committee involved; reporting to the Board in response to his particular duties; seeing to the smooth running of the Club and all committees.

The **Vice-President** shall assume the duties of the President in his/her absence and shall carry out the responsibilities assigned to him/her by the Board. The Vice-President shall involve him/herself in some capacity on at least one of the major committees established by the Board. In the event of the position of President becoming vacant at some time between the AGM, the Vice-President shall take over the

duties of President. Vacancy of the Vice-President shall be voted on by a majority vote of the Board.

The **Secretary** shall receive all mail directed to the Club and shall present it to the Club at the next general meeting. He/she shall be responsible for directing mail to the proper committees and obtaining and sending answers to inquiries. Further, he/she shall carry out all of the functions assigned to him/her by the Board. Full minutes of all meetings shall be kept as well as a record of attendance. He/she will be responsible for reading the minutes of any previous meetings at general meetings and for keeping records of all meetings and attendance.

The **Treasurer** shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board in the name of the Club. His/her books shall be at all times open to inspection by the Board and at the AGM he/she shall render an account of all monies received and expended during the previous fiscal year. He/she shall see that all bills are paid upon certification and shall carry out any and all functions in connection with his general duties as may be assigned to him by the Board.

The **Directors** must attend all Board meetings and vote at said meetings.

The **Show Chair** is responsible for presenting a list of proposed judges to the Board for approval at least one year in advance of the show if possible. All judges' fees are to be agreed upon in writing prior to confirmation of assignments. The Show Chair or his/her appointee shall be responsible for all contact with the judges and he/she will make all arrangements for their transportation and accommodation. He/she is also responsible for help at the shows and for delegating other duties as expedient. He/she is also responsible for booking commercial space at the show for tents and for acquiring approval for the show site. No member of the Club shall act for the Show Chair without his/her approval.

ARTICLE 13 CONSTITUTION

- (a) may be amended at the AGM;
- (b) all notices for amendment to the Constitution must be in writing and in the hands of the Secretary thirty (30) days prior to the AGM;
- (c) a two-thirds majority vote of the eligible members present at the AGM shall be required to affect the amendment;
- (d) Members shall be notified in writing of the proposed changes or amendments seven (7) days prior to the AGM.

- (e) Voting may be by ballot at the AGM or by e-mail. Voting by proxy will not be permitted.

ARTICLE 14 BY-LAWS

May be adopted or amended at any GM provided:

1. all notices of by-law or amendments of the by-law has been put in writing and in the hands of the secretary thirty (30) days prior to a GM;
2. a two-thirds majority vote of the members present required to affect a by-law or amendment.

ARTICLE 15 PROTECTION OF OFFICERS

Limitation of Liability – No officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officers or member or employee, or for joining in any receipt or other act for conformity, or for loss, damage or expense happening to the Club through the insufficiency or deficiency of title to property acquired by order of the executive for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his/her willful neglect or default.

Indemnity – Every officer of the Club and his/her heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against:

1. all costs, charges and expenses whatsoever that such officer sustains or incurs in or about any action, suit or proceedings that is brought, commenced, or prosecuted against him/her in or about the execution of duties of his/her office, and
2. all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Club;
3. except such costs, charges and expenses as are occasioned by his/her willful neglect or default.

ARTICLE 16 DISSOLUTION

The club may be dissolved at any time by providing to The Canadian Kennel Club written documentation signed by at least two-thirds (2/3) of the members of that club who are in favour of this decision; proxies are not permitted. 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. After payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.