

TCKC
TRAVIS COUNTY KENNEL CLUB
Bylaws



ARTICLE I. Membership

1.01. Eligibility. TCKC welcomes applications for membership from any person 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. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in Travis County and surrounding area. There shall be four types of memberships.

1. **Regular** - individual member, enjoys all club privileges including the right to vote and hold office,
2. **Household** - two adult members residing in the same household, each eligible to one vote and to hold office,
3. **Junior**- Open to children under 18 years of age; a non-dues-paying/non-voting/non-office-holding membership which may automatically revert to regular membership at age 18 upon payment of dues at that time, and
4. **Life**- for individuals who have been members in good standing continuously for 20 years and who shall pay no dues but are eligible to vote and hold office.

1.02. Dues. Membership dues shall be set by the Board of Directors in a separate policy an amount not to exceed 10% per person over the previous year with no more than two (2) increases within a 5-year period and shall be payable on or before the first 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 dues for the ensuing year.

1.03. *Election to Membership*

1. *Filing of Applications.* 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 these Constitution and Bylaws, TCKC rules and policies, and the rules of the American Kennel Club. The application shall contain the name, address, and occupation of the applicant, and it shall carry the endorsement of two members in good standing who shall not be of the same household or the same immediate family as the applicant or each other and who endorse the individual(s) for membership in the club. Accompanying the application, the prospective member shall submit payment of dues for the current year and an executed copy of the TCKC Email Authority and Release Form acknowledging either acceptance or rejection of the use of this mode of communication for the purposes stated on the form. Those members who are elected after September 1 shall be considered paid for the following fiscal year.

2. *Reading of Applications.* All applications are to be filed with the Membership Chair. Each application shall be read for the first time at the first general meeting of the Club following its receipt if the applicant is present or at the first general meeting thereafter at which the applicant is present. At the next general meeting at which the applicant is present, the application shall be read for the second time and be voted upon.

3. *Voting on Applications.* An affirmative vote of 2/3 of the members present and voting at that meeting shall be required to

elect the applicant, providing there is a quorum present. The applicant will be excused from the room to allow for debate prior to voting. Voting will be by secret ballot. After the votes have been tallied and announced, the applicant will be recalled to the room and informed immediately of the result of the ballot and will **only** be informed whether or not the 2/3rds affirmative majority vote for membership was received. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

1.04. Termination of Membership

Memberships may be terminated as follows:

1. *By resignation.* Any member in good standing may resign from the Club upon written notice delivered to the Secretary, such delivery to include mail, email, scan or facsimile; but no member may resign when in debt to the Club. Obligations other than dues are considered to be a debt to the club and must be paid in full prior to resignation. All dues paid will be forfeited to the TCKC.

2. *By lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid at the March general meeting; however, the board may grant an additional 60 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 not paid as of that meeting.

3. *By expulsion.* A membership may be terminated by expulsion only as provided in Article VII of these bylaws.

ARTICLE II. General Meetings, Voting, and Electronic Communication

2.01. General Meetings. Business meetings of the Club shall be held in the greater Travis County, Texas area in “odd” months (January, March, May, July, September, and November) plus the months(s) in which the Club’s licensed events occur, such hour and place as may be designated by the board of directors. Written notice of each meeting shall be mailed to each member at least seven (7) days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

2.02. 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 a special club meeting shall be called by the Secretary upon receipt of the petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Travis County, Texas, area at such place, date and hours 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 Secretary, at least five (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.

2.03. 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 in which they are entitled to vote and at which he or she is present. The two members of a Household Membership shall be entitled to one vote each. Absentee or proxy voting will not be permitted at any board or general meeting or election. Voting may be

conducted during board or committee meetings via teleconference by means of which all persons participating in such meeting can be heard by each other at the same time so the question can be properly debated.

2.03. Electronic Communication.

The club may use electronic communication in the following manner:

1. Email communication. The secretary may send notifications of club and board meetings, dues notices, minutes and newsletters via email to all members who have signed the TCKC Email Authorization and Release of Liability Form agreeing to the use of this method of communication. Notification of board meetings may be sent via email to those board and committee members who have signed that same authorization.

2. Teleconference meetings. Any or all Board or committee members may participate in any Board or committee meeting by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, provided that every member of the board or committee has agreed to use this method of communication. Such participation in a meeting shall constitute presence in person at the meeting.

3. Facsimile (FAX) communications. Except as otherwise provided by law or these Bylaws, any bona fide signature or written document transmitted by mail, scan, or facsimile shall be deemed as acceptable as an original signature or document.

ARTICLE III. Officers, Directors, and Special Appointments

3.01. Officers. The TCKC officers shall consist of the President, Vice-President, Secretary and Treasurer. Each shall serve in his/her respective capacity both with regard to the Club and its meetings and the Board and its meetings. Officers shall each be elected to serve for a one-year term or until his/her successor is elected. No one person shall hold more than one officer or director position at a time, but an officer or director may hold a Committee Chair or Special Appointment position. No one person may serve in the same office more than three (3) terms without vacating that office for at least one term. Each officer shall perform the duties for that office as provided by the manual of parliamentary authority adopted in Article XIII of these Bylaws and as specified in TCKC policies. In addition, each officer shall perform duties as follows:

1. The President shall preside at all Board and general meetings and shall be an ex-officio member of all committees with the exception of the Nominating Committee.

2. The Vice President shall preside in the absence or incapacity of the President, and shall, upon a vacancy in the office of President, automatically succeed to the office of President.

3. The Secretary shall keep a record of all general and board meetings and all matters required by law or these Bylaws or as ordered by the Board or membership, have charge of all correspondence, keep a roll of the members of the club with their names and addresses and record of attendance at meetings, and send notices and all other communication to members.

4. The Treasurer shall be Chair of the Finance Committee and shall perform duties as outlined in Article VIII of these Bylaws. The Treasurer shall be bonded or insured in such amount as the Board of Directors shall determine.

5, 6&7. *Directors-at-Large*. The three Directors-at-Large shall represent the membership as a whole and assume duties not otherwise delegated to the officers.

3.02. The board may appoint members in good standing to special positions, each of which serve a vital function of the club. Unless otherwise holding a Board position, these appointees shall neither be officers nor be entitled to a position as a member of the Board. All may participate and vote in membership meetings as any other member. The Board shall establish policies governing each appointee's responsibilities. These positions may include:

1. Newsletter Editor
2. Public Education Coordinator
3. Training Coordinator
4. Webmaster
5. AKC Liaison/Parliamentarian
6. Show Chair

3.03. *Vacancies* Any vacancies occurring among the officers or directors during the year shall be filled until the next annual election by a majority vote of all the remaining members of the board either 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. Board of Directors

4.01. The Board of Directors (hereinafter referred to as “the Board”) shall be comprised of the officers, and three Director-at-Large positions, each having the right to make motions, debate and vote.

4.02. All Board members shall be persons, who are in good standing with the club and the AKC and who agree to abide by the TCKC Constitution and Bylaws, rules and policies. The Board shall be elected for a one-year term at the club’s annual meeting as provided in Article V or shall serve until its successors are elected.

4.03. General management of the club’s affairs shall be entrusted to the Board of Directors. It shall be the duty of the Board to administer all fiscal matters, including authorization of expenditures and the audit of club books. The Board may delegate the authorization for routine expenditures to the Show Chair and committee chairs.

4.04. *Board Meetings.* The Board shall hold its meetings in “even” months (February, April, June, August, October and December) in the greater Travis County, Texas area at such hour and place as may be designated by the board. Written notice of each meeting shall be sent by the Secretary at least five (5) days prior to the date of the meeting to board and committee members. The quorum for all board meetings shall be a majority of the board.

4.05. *Special Board Meetings.* A special meeting 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 in the greater Travis County, Texas area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of

each such meeting shall be sent by the Secretary at least five (5) days and not more than 15 days prior to the date of the meeting to all board and committee members. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for all board meetings shall be a majority of the board.

4.06. Any or all Board members may participate in any Board meeting both in person with all board members in the same room or via teleconference by which all persons participating in such meeting can hear each other at the same time.

4.07. Except as otherwise provided by law or these Bylaws, any bona fide signature or written document transmitted by mail, scan, or facsimile shall be deemed as acceptable as an original signature or document.

4.08. Notification of board meetings can be sent via email to those who have a signed authorization of record with the Secretary.

ARTICLE V. The Club Year, Annual Meeting, Elections and Nominations

5.01. *Club Year.* The club's *fiscal* year shall begin at 12:00:01 AM on the first day of January and end at 11:59:59 PM on the last day of December. The club's *official* year shall begin immediately at the conclusion of the election at the annual meeting at which time the new board is announced and assumes office, and it shall continue through the election at the next annual meeting.

5.02. *Annual Meeting.* The annual meeting shall be held in the month of January at which officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated

in accordance with this Article of these Bylaws. They shall take office immediately upon the conclusion of the election, and the new President shall conduct the remainder of the meeting. **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.**

5.03. *Elections.* The nominated candidate receiving the greatest number of votes for each office and director shall be declared elected. If there have been no nominations from the floor at the November meeting and there is no more than one person nominated for each board position, the slate can be accepted by unanimous consent in the absence of any objection. If there are objections, the slate must receive a majority vote to be accepted.

5.04. *Nominations.* No person shall be a candidate in a club election who has not been nominated in accordance with these Bylaws, and no person may be a candidate for more than one position. Nominations **cannot** be made at the annual meeting or in any manner other than as provided in this Article.

5.05. *Nominating Committee.* At the August board meeting, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the current board. The secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chair of the committee, and it shall be his/her duty to call a committee meeting, which will be held on or before September 15.

5.06. The Nominating Committee shall nominate one candidate for each office and director position, and, after securing the consent of each person so nominated, shall immediately report the nominations to the secretary in writing and via email, scan, or facsimile as applicable.

Upon receipt of the Nominating Committee's report, the Secretary shall notify all club members at least seven (7) days prior to the November meeting of the nominations.

5.07. 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, his/her 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.

ARTICLE VI. Committees

6.01. All committees are subject to the final authority of the board.

6.02. All committee appointments will be at the discretion of the Board of Directors. The size of each committee, unless indicated otherwise in these Bylaws, will be at the discretion of the board. Only voting members will be appointed to committees.

6.03. *Standing Committees.* The TCKC Standing Committees shall consist of one or more members and shall be hereby established as follows:

1. *Public Education Committee.* Chaired by the Public Education Coordinator.

2. *Membership Committee.* Membership Chair to be appointed by the Board.

3. *Show and Obedience Trials Committee.* Chaired by the Show Chair who will select the members of the show committee.

4. *Program Committee.* Program Chair to be appointed by the Board.

5. *Auditor.* Selected in accordance with Article IX of the Bylaws.

6. *Judges Selection Committee.* Chaired by the Show Chair.

7. *Finance Committee.* Chaired by the Treasurer.

6.04. *Special Committees.* The board may appoint additional committees to advance the work of the club for particular matters or projects. Such committees shall exist until completion of their assigned task.

6.05. All Committees except the Finance Committee (governed by Article VIII of these Bylaws) and Auditor (governed by Article IX of these Bylaws) shall have policies established to govern the committee's responsibilities, which may be added to or deleted from by the Board as circumstances require. A majority vote of the board will be required to pass changes made to these policies. Policy changes shall be posted in the club newsletter following the date that such changes were made.

6.06. Committees may meet in person or via teleconference by means of which all persons participating in such meeting can hear each other at the same time.

6.07. *Committee Member Termination.* Any committee member or special appointee 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 VII. Discipline

7.01. *AKC Suspension.* Any member who is suspended from any of the privileges of the American Kennel Club shall be suspended automatically from the privileges of this club for the same period.

7.02. *Jurisdiction.* Disciplinary matters are heard by the full board of directors. The authority to hear disciplinary matters cannot be transferred or delegated to any other individual. In the event the accused is a board member, the remaining board members shall sit at the hearing. Disciplinary hearings shall be held only in board meetings where all board members and those persons involved in the proceedings are physically present.

7.03. *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 \$50.00, which shall be forfeited, if such charges are not sustained by the board following a hearing. The Board may, by majority vote, also bring charges against any member without the necessity of a deposit.

7.04. *Processing of Complaint.* The Secretary shall promptly send a copy of the charge 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. 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 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail, return receipt, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he or she wishes.

7.05. *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 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 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.

7.06. *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 Paragraph 7.05 of this article. Such proceeding 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'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 membership shall then vote by secret written ballot on the proposed expulsion. A 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.

ARTICLE VIII. Finances

8.01. No part of the financial receipts, treasury, property, or other assets of TCKC shall inure directly or indirectly to the benefit of, or be distributable to, any of its officers, directors or any other member or private individual or entity, except the Board shall be authorized and empowered to pay reasonable compensation for services rendered and products purchased or reimbursement for bona fide and properly documented expenses as allowed by law.

8.02. No disbursement shall be made except when two officers have signed the check and documentation for the expenditure has been received.

8.03. The Treasurer shall collect and receive all monetary receipts and funds due or belonging to the club and shall deposit them in the name and to the credit of TCKC in a bank designated by the board. The Treasurer's books shall be open to inspection of the board, members, and Auditor at all times. The Treasurer shall reconcile monthly bank statements and submit them to the membership for inspection on a bimonthly basis. The Treasurer shall report at every board meeting the condition of the club's finances and every item of receipt of payment

not before reported, and s/he will render an Annual Report accounting of all moneys received and expended during the previous fiscal year at the annual meeting. The Treasurer shall make recommendations to the board concerning investment of club funds and make investments as approved by the board. The Treasurer shall prepare or arrange for the preparation of the club's required reporting of state and federal tax deposits and returns on an appropriate quarterly or annual basis. The Treasurer shall close out the books on December 31 and turn them over to the Auditor for audit on or before January 5 of the following year.

ARTICLE IX. Audits

9.01. The Auditor shall be nominated by the board and approved by a vote of the membership on or before the November meeting. The Auditor will not be a board member, involved in preparing or signing of checks, or related in any way to members who are involved in preparing or signing of checks.

9.02. The Auditor shall cause all records of finances and TCKC assets to be audited yearly. Such annual audit shall be for each fiscal year, which shall run from January 1 through December 31 of each year. The Auditor shall provide its audit of the annual financial report to the Board for its approval on or before the Board's February meeting, and it shall also provide copies to the membership at the first general meeting following completion of the audit.

9.03. The Auditor shall review the details of all cash receipts and disbursements to ensure that proper invoices or other documentation adequately support all payments. It shall verify that bank reconciliations are performed accurately and that all local, state and federal fees and taxes are current. It shall confirm that the status of

TCKC as a Texas not-for-profit corporation is maintained and that the treasurer is bonded or insured.

ARTICLE X. Amendments

10.01. Amendments to the constitution and bylaws 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.

10.02. The constitution and bylaws may be amended by a 2/3 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 mailed to each member at least two weeks prior to the date of the meeting.

10.03. Amendments to the Bylaws become effective the date they are voted on and approved by the membership. After passage of an amendment or revision, the Secretary will inform the AKC of the date the vote was taken, and provide a copy of the amended Bylaws highlighting the new wording.

ARTICLE XI. Dissolution

11.01. The club may be dissolved at any time by the written consent of not less than 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 XII. Order of Business

12.01. 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 last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- Adjournment

ARTICLE XIII. Rules of Authority

13.01. ***Order of Authority.*** The rules governing a club, beginning with the highest authority, are: Laws of the State of Texas, Constitution and Bylaws, Parliamentary Authority, and Policies & Procedures.

13.02. ***Parliamentary Authority.*** The parliamentary procedure rules contained in the 10th 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.

13.03. In the event that any provision in these Bylaws is found to be in conflict with any state or federal law or any of the rules and regulations of the AKC, that provision shall be struck or revised to conform, and all other provisions of this document will remain in full force and effect.

Original Bylaws 1991
Rev. May 1996
Rev. Sept. 2003
Rev. June 2010

These Bylaws were duly ratified by the TCKC membership on June 4, 2010. This edition supersedes all other versions of this document and is in force until future amendments or dissolution of the club.