

Piedmont Akita Club

Constitution and Bylaws

Article I

Name and Objectives

Section 1. The name of the club shall be Piedmont Akita Club (also referred to herein as "PAC").

Section 2. The objectives of PAC shall be:

- (a) To encourage and promote ethical, quality and responsible breeding of purebred Akitas, to do all possible to bring their natural qualities to perfection, to educate about the Akita breed and to support Akita rescues.
- (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (also referred to herein as "AKC") as the only standard of excellence by which the Akita shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials, conduct sanctioned and licensed specialty shows and obedience, rally and/or other performance trials under the rules of the AKC.

Section 3. PAC shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to PAC shall inure to the benefit of any member or individual.

Section 4. The members of PAC shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

Article II

Membership

Section 1. **Eligibility:** There shall be 4 types of membership; a single membership, a family membership, an associate membership and a junior membership for those below 18 years of age. PAC's membership shall primarily consist of those individuals who subscribe to the objectives set forth in Article 1, Section 2 and who agree to abide by PAC's Code of Ethics. Membership is open to any individual or family in good standing with the AKC.

Section 2. **Dues:** Dues shall be set by the Board of Directors (also referred herein as "Board") by October 15th of each year and shall be effective beginning with the January

1st renewal date. In any year when the Board has not changed the dues by October 15th, the dues from the previous year shall continue to be in effect. 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 their dues for the ensuing year.

Section 3. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by PAC's Bylaws and Code of Ethics, and the rules of the AKC. The application shall state the name, address, and phone number of the applicant, and shall be submitted along with dues payment for the current year.

All applications are to be submitted to the Vice President, who shall forward them to the Board for approval once he/she determines they are in order.

Applicants must be elected by the Board by a two-thirds (2/3) vote.

Section 4. Termination of Membership: Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from PAC upon written notice to the Secretary, but no member may resign in debt to PAC. Dues obligations are considered a debt to PAC 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 April 1, however the Board may grant an additional 90 days of grace to such delinquent member in meritorious cases.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

Article III Meetings & Voting

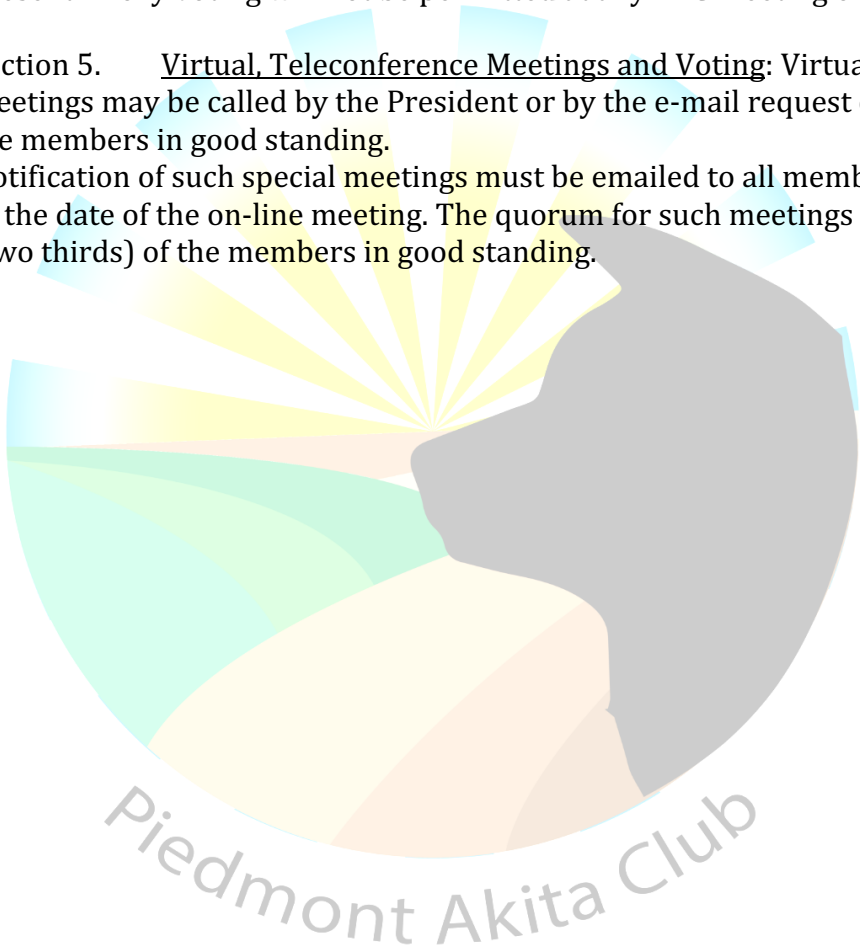
Section 1. PAC General and Board Meetings: Meetings of the PAC Board shall be held in person, by teleconference or virtual/on-line a minimum of once per quarter and General PAC Meetings will be held semi-annually at minimum.

Section 2. Special PAC Meeting: Special PAC meetings may be called by the President or Board. A Special PAC Meeting may also be called upon receipt of a written request signed by 50% of the members in good standing and submitted to the Secretary of PAC. Such a request is to specifically identify the issue(s) to be voted upon at the meeting. Such special meetings shall be held within the boundaries of PAC's designated area, virtual/online or teleconference and be held at a time and date as designated by the President or the majority of the Board members who called for such a meeting. Written notice of said PAC meeting shall be mailed, e-mailed, or faxed to each member in good standing at least 15 days prior to the date of the meeting. The quorum for such meetings shall be 2/3rds (two thirds) of the members in good standing.

Section 3. Special Board Meetings: Special Board Meetings may be called by the President or by a majority of the Members of the Board who have submitted a request for such meeting in writing to the Secretary of PAC. Such Board Meeting shall take place within the boundaries of PAC's area, virtual/online or by teleconference on a date and time approved by a majority of the Board. Written, e-mail or faxed notice of such meeting shall be sent to each Board Member at least 10 days in advance of such meeting. Such notice shall state the purpose of the meeting and no other business shall be transacted herein. A quorum for such a meeting shall be a majority of the Board.

Section 4. Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of PAC at which they are present. Proxy voting will not be permitted at any PAC meeting or election.

Section 5. Virtual, Teleconference Meetings and Voting: Virtual, Teleconference meetings may be called by the President or by the e-mail request of at least 50% of the members in good standing. Notification of such special meetings must be emailed to all members at least 10 days prior to the date of the on-line meeting. The quorum for such meetings and voting shall be 2/3rds (two thirds) of the members in good standing.



Article IV

Directors and Officers

Section 1. Board of Directors: The Board shall be comprised of the President, Vice-President, Treasurer, Secretary, and two other Directors, all of whom shall be members in good standing with the AKC and PAC, and all of whom shall be elected for 4 year terms at PAC's annual meeting as provided in Article V. General management of PAC's affairs shall be entrusted to the Board. Initial Board positions will be filled by the Founding Members of PAC.

Section 2. Officers: PAC's officers consisting of the President, Vice-President, Treasurer, Secretary, and Directors shall serve in their respective capacities both with regard to PAC and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of PAC and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those specified in these Bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Treasurer shall collect and receive all other monies due to PAC and he/she shall deposit the same in a bank account designated by the Board in the name of PAC. The books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of PAC's finances. At the annual meeting he/she shall give an account of all monies received and expended during the previous fiscal year.
- (d) The Secretary shall keep a record of all meetings and motions of PAC and of the Board. He/she shall have charge of the correspondence, notify members of the meeting, notify new members of their election to PAC, notify members of their election to office and carry out other such duties as prescribed in these Bylaws.
- (e) The Directors will vote in all board decisions, to keep a vote from ending in a tie.

Section 3. Vacancies: Any vacancy occurring on the Board during the year shall be filled until the next annual election by a two-thirds (2/3) vote of all the then members of the Board as its first regular meeting following the creation of such vacancy or at a special meeting called for such purpose, except that the 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 V The Club Year, Annual Meeting and Elections

Section 1. Club Year: PAC's fiscal year shall begin on the 1st day of January and end on the 31st day of December. PAC's official year shall coincide with the PAC's fiscal year.

Section 2. Annual Meeting: The Annual Meeting shall be held in the month of November at which time Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. Those elected shall take office at the beginning of PAC's official year. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the beginning of the official year.

Section 3. Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidate for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. The original founding members will hold the Board positions for the first terms.

Section 4. Terms: Officers and Board member shall serve for 4 year terms or until their successors are elected. The President and Treasurer shall be elected in even-numbered years, and the Vice-President, Secretary and Director shall be elected in odd-numbered years.

Section 5. Nominations: No person may be a candidate in a PAC election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of two members in good standing and one alternate, not more than one of who shall be members of the Board. The Secretary shall immediately notify the Committee and alternate of their selection. The Board shall name a Chairman for the committee and it shall be his/her duty to call a committee meeting, which is to be held before August 15th.

- (a) By September 1st, the Committee shall nominate one candidate for each office after securing the written consent of each person so nominated. The Chairperson shall immediately report the Committee nominations to the Secretary in writing.
- (b) By September 15th, the Secretary shall inform the membership of the full names of each candidate. Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before October 1st. Such additional nominations must be signed by 3 members in good standing and accompanied by the written acceptance of each such additional nominee stating willingness to be a candidate.
- (c) No person may be a candidate for more than one position.
- (d) Nominations cannot be made at the Annual Meeting or in a manner other than provided in this Section.
- (e) If no valid additional nominations are received on or before October 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required. If balloting is required, the Committee will mail a ballot to all members in good standing with PAC. Ballots must be returned to the Committee before the Annual meeting in November.

Article VI Committees

Section 1. The Board may each year appoint standing committees to advance the work of PAC in such matters as deemed necessary by the Board. Such committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board as needed for particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee and the Board may appoint successors to those person(s) whose services have been terminated.

Article VII Discipline

Section 1. AKC Suspension: Any member who is suspended from the privileges of the AKC shall be automatically suspended from the privileges of PAC for a like period.

Section 2. Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of PAC or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 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 prejudicial to the interests of PAC or the breed and that said charges fall within the jurisdiction of PAC for action. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of PAC then it may refuse to entertain jurisdiction. A two-thirds (2/3) vote of the members of the Board is necessary in order to determine whether PAC shall have jurisdiction over the matter presented in the alleged charges. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing not less than four weeks or more than eight 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 and 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. After hearing all the evidence presented by the complainant and defendant the Board shall need a two-thirds (2/3) majority to sustain the charges against the defendant. If the charges are sustained, the Board has complete authority to determine the punishment including a suspension from PAC for a period of not more than six months from the date of the hearing.

Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary, who shall notify each of the parties of the Board's decision and penalty, if any. If the Board deems that such suspension or other action is insufficient, it may also recommend to the membership that the penalty be expulsion.

Section 4. **Expulsion:** Expulsion of a member from PAC may be accomplished only at a meeting of PAC following a Board hearing and upon the Board's recommendation as provided in Section 3. Such proceedings may occur at a regular or special meeting of PAC to be held within 90 days but not earlier than 30 days after the Board's recommendation of 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, the Board findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The members 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.

Article VIII Amendment

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Section 1. Amendments to the Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the Secretary for a vote within 90 days of the date when the petition was received by the Secretary.

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

**Article IX
Dissolutio
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PAC may be dissolved by the written consent of not less than 2/3 of the membership provided the proposed dissolution notice has been mailed, e-mailed or faxed to each member of PAC at least four weeks prior to the date of the Regular or Special PAC meeting at which time the motion to dissolve is to be voted upon. All funds on hand will be directed to Midwest Akita Rescue Society (Illinois).

**Article X
Order of Business**

Section 1. At the meetings of PAC, 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 the President
- Report of the Treasurer
- Report of the Secretary
- Report of the Committee(s)
- Election of Officers and Board (at Annual Meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

Section 2. At the meeting of the Board the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of the Minutes of the last meeting
- Report of the President
- Report of the Treasurer
- Report of the Secretary
- Report of the Committee(s)
- Unfinished Business
- New Business
- Adjournment

