



Old Dominion Kennel Club of Northern Virginia, Inc.
(Revised September 2009)

Constitution

Article I. Name and Objectives

Section 1. The name of the Corporation is Old Dominion Kennel Club of Northern Virginia, Inc.

Section 2. The term Northern Virginia used in the Club's name embodies Arlington County, Fairfax County, the cities therein, and the city of Alexandria.

Section 3. The Club shall be a not for profit organization and its objectives shall be to advance the best interest of pure dog breeding and the dog fancy generally, to encourage and support dog shows, to hold in any calendar year at least one all-breed dog show and obedience trial under the rules and regulations of the American Kennel Club, to emphasize the value of pure dog breeding, to create public appreciation of the value of pure-bred dogs, and to foster and maintain among members a mutual respect and the highest degree of good sportsmanship.

Section 4. The Club shall maintain the ownership of a Website suitable to conduct all activities deemed appropriate to meet the goals of the Club as delineated in Section 3, above.

Section 5. No part of the net earnings of the Club shall at any time inure to the benefit of any member, officer, director, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any of its exempt purposes.

Article II. Memberships

The Corporation shall have two types of membership, namely regular membership, open to all persons eighteen years of age or older who subscribe to the purposes of the Club and who are admitted by vote of the membership in accordance with the by-laws, and life membership, admitted to such membership by majority vote of the members, present at the meeting, in recognition of service to the Club over a period of years. All members of both types shall have the right to vote.

Article III. Dissolution of the Club

Section 1. The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 2. Dissolution of the Club shall be by written consent of two-thirds vote of all Club

members in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary, or by any 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 member of the Club. Its' property and assets shall be converted to cash and shall be distributed to worthy charitable and non-profit institutions engaged in research, medical care, dog rescue and welfare work, breeding and nutrition programs and similar activities. Said distribution shall be in accordance with a majority vote of the Board of Directors and subject to provisions of Section 501(C)(7) of the Internal Revenue Code of 1954 and the acts amending or succeeding the same.



BY-LAWS

Article I. Officers

Section 1. Officers of this Club shall be president, first vice-president, second vice-president, secretary, and treasurer.

Section 2. Either a member who has paid dues, or a life member who is not indebted to the Club, shall be eligible to hold office.

Section 3. The president shall be the chief executive officer of the Club, and as such, shall have general supervision over all of the affairs of the Club and shall execute the duties to the office pursuant to the Constitution and By-Laws.

The first vice-president shall act for the president in his/her absence or in circumstances affecting the ability of the president to function.

The second vice-president shall, during the absence or inability of the president and first vice-president, perform their duties and exercise their powers as heretofore set forth, and shall have such powers and authority as is necessary to perform the duties of the office.

Section 4. The secretary shall keep a written record of the minutes of all meetings of the Club and shall have a current list of members with their names and addresses. The secretary shall have general charge of the property of the Club not in use by or in the custody of other members as delegated by these articles. The official mailing address of the Club shall be that of the secretary.

Section 5. The treasurer shall collect all moneys due to the Club and shall deposit such funds in the name of the Club in such banks or depositories as the Board of Directors may designate, and shall keep a written record of all expenses, receipts and disbursements and shall submit a report comprising receipts and disbursements at each membership meeting.. The treasurer shall submit a comprehensive, written financial statement at the end of each fiscal year to the Board of Directors, listing in detail all receipts and expenditures for the year ended. The treasurer will submit an oral report to the membership at the annual meeting.

All disbursements shall be made by the treasurer. On an annual basis, the Club's tax forms shall be prepared and the books shall be audited by an independent Certified Public Accountant who is selected by the Board and who is not a member of the Club. The treasurer shall be bonded.

Section 6. The term of the president, first vice-president, second vice-president, secretary, and Treasurer shall be for one year or until their successors are elected.

Section 7. In the event of a vacancy in the office of the president during an elected term of office, the first vice-president shall immediately assume the office of president for the remainder of the term of office. Other officer and Board vacancies, other than delegate, shall be filled at once for the unexpired portion of the term by presidential appointment.

Section 8. Balloting shall be by secret ballot if there is more than one nominee for any office. When there are more than two nominees for any office and no nominee has received a majority of the ballots cast, a second balloting will be held immediately limiting nominees to those who received the two largest pluralities. A majority vote of ballots cast shall elect. The newly-elected officers shall take office immediately.

Article II. Delegate to the American Kennel Club

Section 1. The Delegate to the American Kennel Club shall be elected by the membership for a term of two (2) years, whose term shall begin when approved by the American Kennel Club.

Section 2. The Delegate to the American Kennel Club shall serve as the liaison officer between the membership, the Board of Directors, and the American Kennel Club.

Section 3. In the event of a vacancy in the office of Delegate, the membership shall select a successor at a regular or special meeting.

Article III. Meetings

Section 1. The membership shall hold at least six (6) scheduled meetings per year, provided that one meeting must occur in the month of June. The June meeting shall be the annual meeting for the election of officers, elective committee members, and elective committee chairs. The specific dates, time and location of the meetings shall be determined by the Board of Directors. Meeting dates, location or time may be changed by a majority vote of the members present at any regular meeting.

Section 2. Special meetings may be called at any time at the discretion of the president or upon the presentation of a written, signed request of at least ten (10) members in good standing. Notice shall be given describing the purpose of the special meeting. No other business shall be considered at a special meeting.

Section 3. Notice of all meetings shall be sent via e-mail and/or U.S. Postal System (USPS) to each member in good standing at least ten (10) days before the date of each meeting.

Section 4. Twenty percent (20%) of the membership must be present to constitute a quorum at any meeting.

Section 5. Any member who has paid dues and is not indebted to the Club is eligible to vote for election of officers.

Article IV. Board of Directors

Section 1. The Board of Directors shall be comprised of the president, first vice-president,

second vice-president, secretary, treasurer, immediate past president, and three (3) additional persons elected from the membership, all of whom shall be elected for one-year terms at the Club's annual meeting, and who shall serve until their successors are elected. The Delegate to the American Kennel Club shall also be a member of the Board of Directors from the date of approval by the American Kennel Club, and shall serve for a term of two (2) years.

Section 2. General management of the policies of the Club shall be entrusted to and performed by the Board of Directors.

Section 3. Meetings of the Board of Directors shall be held within a reasonable distance of the Courthouse at Arlington County, Virginia, no less frequently than quarterly at the call of the president. Written notice of each such meeting shall be sent via e-mail and/or USPS by the secretary to each member of the Board at least ten (10) days prior to the date of such meeting. The quorum for Board meetings shall be a majority of its' members.

Section 4. Special meetings of the Board may be called by the president or upon receipt of a written request signed by at least three (3) members of the Board. The provisions of notice and quorum for such meetings shall be as set forth in the Section 3, supra.

Section 5. The president may call to order a Board Meeting via electronic means, i.e., teleconferencing and video conferencing, etc. whenever a physical quorum cannot otherwise be arranged. Votes, however, cannot be taken by these means.

Article V. Committees

Section 1. There shall be a Membership Committee composed of three (3) members elected by the membership. The responsibilities of the committee are outlined in Article VI. The Membership Chairman shall be elected by the membership from the three (3) committee members.

Section 2. There shall be a Program Committee composed of three (3) members appointed by the President. The committee will plan and carry out Club programs approved by the Board of Directors.

Section 3. There shall be five (5) members and two (2) alternates of the Nominating Committee who shall be appointed by the president. No more than one member of the Board may serve on the Nominating committee. The secretary shall immediately notify the committee members and alternates of their selection. The president shall name a Chairperson for the committee who shall nominate one candidate for each office; after securing the consent of each person so nominated, shall immediately report its nominations to the secretary in writing. Upon receipt of the Nominating Committee's report, the secretary shall, before March 15, notify each member in writing of the candidates so nominated. Additional nominations may be made from the floor only at the meeting held preceding the Annual Meeting, by any member in attendance provided that the person so nominated accepts the nomination, orally or in writing, when such name is proposed.

Section 4. The Show Committee shall consist of a Chairperson selected by the President. The Chairperson shall select the Obedience Chairperson and other members of the committee and shall be responsible for all aspects of the Show.

Section 5. There shall be two (2) members of the Health and Welfare Committee appointed by the President who shall report on the welfare of Club members in their respective areas of operation.

Section 6. A Grievance Committee shall be composed of the elected officers of the Club and two members elected by the membership. The Grievance Committee shall take action on its own

initiative or on written application of any Club member to investigate any alleged misconduct. Any member charged shall received at least fourteen (14) days notice of a hearing before the Committee and shall be entitled to present a case in defense including the production of witnesses and documentary evidence. At such hearings neither the accuser nor accused shall be represented by legal counsel. After such hearing, the Committee shall render a report in writing to the membership to include the Committee's recommendations. Such recommendations may be for dismissal of the charges or for censure, suspension, or expulsion. The report shall be submitted to the membership. A vote shall be taken without discussion and a majority of those present shall decide the case.

Section 7. The Internet Website Committee of at least two (2) members shall be appointed by the President, one of whom shall be appointed as Webmaster. The Committee shall be in charge of establishing and modifying, as needed, the Website under the direction of the Board. At least two (2) domain names shall be utilized: www.OldDominionKennelClub.com and www.ODKC.org.

Section 8. The President may appoint special committees and shall appoint special committees upon the direction of the Board of Directors.

Article VI. Membership

Section 1. There shall be two (2) classes of membership, regular and life.

Section 2. Life Membership. After twenty (20) years of continuous active membership, a member who has performed outstanding services in furthering the interests of the Club, may, by majority vote of the members present at a meeting, be elected a Life Member. A Life Member has all the rights, privileges, and responsibilities of a member without the requirement of paying dues.

Section 3. Any two (2) members may sponsor a candidate for membership, provided they have known the candidate for a year or more. The candidate must be in good standing with the American Kennel Club.

It is the responsibility of sponsors to assist a candidate; (a) to complete the Club's official membership application form, (b) to submit the application to the Membership Committee, and (c) to introduce the candidate to the membership at the meeting when the application is submitted.

The Membership Committee shall provide opportunities for them to become known to the members of the Club.

The Committee shall meet and prepare a recommendation regarding the candidate based on a review of the application, the result of any necessary inquiries, and additional knowledge or impressions of the candidate gained through attendance at meeting.

The Committee shall report the decision regarding the candidate to the sponsors.

The Committee shall make a recommendation to the Club within thirty (30) days following the completion of the membership requirements.

Action on the recommendation of the Membership Committee shall be taken by secret ballot. A majority vote will carry. The results will be recorded in the minutes of the meeting. The Secretary will notify the candidate in writing.

Section 4. Membership dues shall be in an amount determined annually by the Board, shall not exceed \$50.00, and shall be payable in advance of the twelve (12) month period beginning July 1.

Dues notices shall be sent by the Treasurer at least three (3) months prior to this date. Persons voted into membership before January 1 shall pay for the full year; those voted in after that date, shall pay on a basis of a six (6) month period. If the dues are not determined by the Board of Directors by April 1, they shall remain the same as the previous year.

If a member has not paid dues and all obligations, or is not in good standing with the American Kennel Club by July 1, such member shall automatically be dropped. Dues notices shall be mailed to members of the Club by April 1. Second notices, if necessary, shall be mailed by May 15. A member may be reinstated by majority vote of the members present at any meeting upon the full payment of dues.

Section 5. A member may resign at any time by sending written notice to the Club's secretary. Upon resignation or expulsion of any member, all moneys due the Club will become payable. In either case, no portion of the dues shall be refunded.

Article VII. Fiscal Year

The Club's fiscal year shall be from July 1 to June 30.

Article VIII. Amendments to the Constitution

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the secretary and signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors; such amendments must be submitted to the members with recommendations of the Board by the secretary for a vote within thirty (30) days of the date when the petition was received by the secretary.

Section 2. The Constitution and By-Laws may be amended by any member provided that written notice be mailed to each member at least two (2) weeks prior to the meeting at which the vote will be taken. The amendment must be carried by a two-thirds vote of the members present. Constitution and By-Laws changes/additions shall not take effect until approved by the Board of Directors of the American Kennel Club.

Article IX. Order of Business

Section 1. The order of business at meeting of the membership shall be as follows:

- Call to order
- Roll call
- Reading of the minutes of meeting(s)
- Report of the President
- Report of the Treasurer
- Report of Committees
- Report of the Delegate to the American Kennel Club
- Old Business
- New Business
- Adjournment

Section 2. The order of business at Board Meetings shall be as follows:

Reading of minutes of last meeting
Report of the Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

Section 3. Except as otherwise provided herein, all matters of parliamentary procedure shall be governed by Robert's Rules of Order.