

Constitution and By-laws
Associated Dog Clubs of New York State, Inc.

Constitution and By-laws

Article I

Name and Purpose

Section 1. The name of the organization shall be the Associated Dog Clubs of New York State, Inc. (the “Association”).

Section 2. The purposes of this organization are:

- To promote and protect the interests of responsible dog owners.
- To actively assist and participate in local, state, and national legislation concerning dogs and dog owners.
- To bring such legislation to the attention of the membership and the general public.
- To promote responsible dog ownership.
- To use legal means to promote the general welfare of dogs and dog owners.
- To disseminate information and knowledge regarding dogs, breeding, dog sports, and other dog related activity.
- To coordinate with other dog and animal welfare organizations regarding these interests.

Section 3. The Association shall not be operated for profit, and no part of any profits or remainder or residue of dues or donations to the Association shall inure to the benefit of any member. All monies accruing to the Association shall be devoted to the above-stated purposes or made as specific bequests to such charitable organizations as shall be approved by a majority of the membership at a meeting.

Section 4. The voting members of the Association shall adopt and may from time to time revise the Constitution and By-laws as may be required to carry out these objectives.

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Article II
Membership

Section 1. Eligibility. There shall be three types of membership open to all organizations and individuals who subscribe to the purposes of this Association. The Association's primary purpose is to be representative of the dog-owning public in the State of New York.

1. **Member club:** Open to all kennel clubs, specialty clubs, obedience clubs, sport and hunting clubs, and independent clubs and associations with a membership of 8 or more, at the time of application, and which is domiciled in the State of New York or conducts activities/events in the State of New York; and which supports the purposes of the Association.
2. **Associate Member:** Open to all persons eighteen (18) years of age or older who support the purposes of the Association.
3. **Sponsor:** Open to all professional, commercial, educational, and not-for-profit organizations and/or individuals who support the purposes of the Association.

Section 2. Dues. Membership dues, in an amount determined annually by the Board of Directors, shall be payable on or before the first day of January each year, but are not to exceed \$200 per 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 these Constitution and By-laws; the conflict of interest policy; the non-discrimination policy; and the privacy policy of the Association.

For member clubs, the application shall state the name of the organization, the number of members, the name, address, phone number, and email of the corresponding secretary, one delegate, and one alternate delegate to the Association. Accompanying the application, the prospective member shall submit dues payment for the current year. If the application is approved between August 1st and December 31st of the year, no dues shall be due for the following year.

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For Associate members, the application shall state the name, address, phone number, and email of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

For Sponsors, the application shall state the name of the organization, the number of members, the name, address, phone number, and email of the primary contact, one delegate, and up to one alternate delegate to the Association. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Board of Directors following its receipt. Affirmative vote of two thirds (2/3) of the Officers and Directors present and voting at the meeting shall be required to elect the applicant. Upon acceptance into membership, the applicant shall receive a written notice of acceptance from the Secretary within 30 days.

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

1. **By resignation.** Any member in good standing may resign from the Association upon written notice to the Secretary, but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association incurred on the first day of each fiscal year.
2. **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 60 days of grace to such members in meritorious cases.
3. **By expulsion.** A membership may be terminated by expulsion as provided in Article VII (Discipline) of these By-laws.

Article III

Meetings and Voting

Section 1. Association Regular Meetings. Regular meetings of the Association shall be held in New York State in the months of March, July, and November of each year, at such place, date and time as designated by the President or via virtual meeting. Written notice of each meeting shall be sent by the Secretary by mail or email at least 10 days prior to the meeting. The quorum for such meetings shall be 15% of the members in good standing. For the purposes of quorum, every 10 associate members, or part thereof, shall count as 1 member. Sponsor

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members shall not be counted for the purpose of determining a quorum. The meetings are open to all members of member clubs and organizations that are in good standing; however, only the delegate to the Association can vote. Non-delegate attendees may speak at the meeting only if recognized by the President.

Section 2. Association Special Meetings. Special meetings of the Association 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 Secretary upon receipt of a petition, signed by 5 members of the Association who are in good standing, at least 4 of which shall be member clubs. Such special meetings shall be held in New York State at such place, date and time as designated by the President or via virtual meeting. Written notice of such meetings shall be sent by the Secretary at least 10 days prior to the date of the meeting, and shall state the purpose of the meeting, and no other Association business may be transacted thereat. The quorum for such a meeting shall be 15% of the members in good standing. For the purposes of quorum, every 10 associate members, or part thereof, shall count as 1 member.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held immediately following a Regular Meeting of the Association. Written notice of such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

Section 4. Special Board Meetings. Special meetings 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 3 members of the Board. Such special meetings shall be held in the State of New York at such place, date and time as may be designated by the President or via virtual meeting. Written notice of such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other Association business may be transacted thereat. A quorum for such a meeting shall be a majority of the Board. The Board may authorize the President to conduct emergency meetings without notice; such meetings may be conducted via virtual meeting.

Section 5. Voting. Each delegate of a member club in good standing whose dues are paid for the current year shall be entitled to 10 votes at any meeting of the Association at which they are present. The alternate delegate may vote only in the absence of the delegate. Associate members in good standing whose dues are paid for the current year are entitled to one vote at any meeting of the Association at which they are present. Sponsor members shall be considered non-voting. These voting values shall apply to all votes and percentages in the By-laws unless otherwise specified. Proxy voting will not be permitted at any Association meeting

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or election. If a delegate is representing multiple organizations, they may vote as a representative for each organization they represent. If a delegate is also an associate member, they may also vote as an individual member.

Section 6. Notices. All notices must be sent by US Postal Service or email in accordance with current Association policy.

Article IV

Board of Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of eleven (11) persons, including the President, Vice President, Secretary, Treasurer, and seven (7) Directors, all of whom shall be members in good standing and are residents of New York State. They shall be elected for 3-year terms at the Association's annual meeting as provided in Article IV (Board of Directors and Officers) and shall serve until their successors are selected, except that anyone already serving on the Board as an officer or director whose club becomes defunct, withdraws, or changes its delegate may continue to serve out their term. General management of the Association's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The officers, consisting of the President, Vice President, Secretary, and Treasurer, shall be elected by the Board from its membership at the Board meeting following the annual meeting and shall serve in their respective capacities both with regard to the Association and its meeting and the Board and its meetings. Each officer shall serve a term of one (1) year.

- a. The President shall preside at all meetings of the Association and of the Board, and shall be responsible for day-to-day operation of the Association, and shall have the duties and powers normally pertaining to the office of President in addition to those particularly specified in these By-laws.
- b. The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity.
- c. The Secretary shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association. They 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 Association with their addresses; and carry out such other duties as are prescribed in these Constitution and By-laws.

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- d. The Treasurer shall collect and receive all monies due or belonging to the Association. They shall deposit the same in a bank satisfactory to the Board, in the name of the Association. Their books shall at all times be open to inspection of the Board and they shall report to the Board at every meeting, the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting they shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the remaining members of the Board, at any regular or special meeting called thereafter or by email.

Section 4. Compensation. Expenses incurred by the Association officials while on Association business shall be reimbursed when an accounting of such expenses including bills and receipts is submitted on the approved expense report form and approved by the Board. Club Delegate and Associate member expenses for travel to Association or Board meetings will not be reimbursed.

Article V

Association Year, Annual Meeting, Nominations, Elections

Section 1. Association Year. The Association's fiscal year shall begin on the first day of January and end on the 31st day of December. The Association'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 July at which Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Article V Section 4 (Nomination and Ballots). They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Election. At the annual meeting of delegates for the election of the Board of Directors, the vote shall be conducted by ballot if more than one candidate for each office has been nominated. Ballots shall be counted by three inspectors of election to be chosen by the

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President. The person receiving the majority of votes for each position shall be declared elected. If a nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected. The position shall be filled by the new Board of Directors in the manner provided by Article IV, Section 3 (Vacancies).

Section 4. Nominations and Ballots. No person may be a candidate in an election who has not been nominated in accordance with these By-laws. A Nominating Committee shall be chosen by the President and approved by the Board of Directors at the March meeting of the Board. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing of the Association and no more than two (2) committee members shall be a member of the current Board of Directors. The Board shall name a Chairman for the Committee. The Nominating Committee may conduct its business by mail, email, or phone.

- a. The Nominating Committee shall select its nominees within 30 days after its appointment from among the eligible voting members of the Association, one candidate for each available position on the Board. The Committee shall then submit its slate of candidates to the Secretary within 30 days who shall then mail or email the list to each delegate of the Association on or before June 1st.
- b. Additional nominations of eligible members may be made by written petition or by email, addressed to the Recording Secretary and received at their regular address, on or before July 1st. The petition shall be signed by the nominee signifying his/her willingness to be a candidate. The additional nominations may only be made from individuals who have not already accepted a nomination of the Nominating Committee.

Article VI

Committees

Section 1. The Board shall each year appoint standing committees. Other committees to advance the work of the Association in such matters as deemed appropriate which may well be served by committees may also be appointed by the President. Such committees shall report to and be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects at any time.

Section 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

Article VII

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Discipline

Section 1. Any member shall have the right to file a complaint against another member or delegate for alleged misconduct prejudicial to the best interests of the Association. A written complaint must be filed with the Secretary of the Association, together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send one copy of the charges to each member of the Board or present them at the next Board meeting, or Special Board meeting called for such purpose. The Board must review the complaint within 4 weeks, and the Board shall first consider whether the actions alleged in the complaint, if proven, might constitute conduct prejudicial to the best interests of the Association. If the Board considers that the complaint does not allege conduct which would be prejudicial to the best interests of the Association, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the complaint, the Secretary shall notify the person against whom the complaint is made and provide an opportunity to review and respond to the complaint within 4 weeks. Subsequently, the Board shall, within 4 weeks, notify the parties of the Board's decision and any disciplinary action taken. If the member or delegate objects to the Board's findings, the Board will then provide the matter to the full membership for review and resolution at the next regular meeting of the Association.

A member or delegate that is charged with animal cruelty will automatically be subjected to review in accordance with this Article.

A member or delegate is considered to be automatically expelled from the Association if they are convicted of cruelty to animals.

Article VIII
Amendments

Section 1. Amendments. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition to the Secretary, signed by 15% of the members in good standing. Amendments proposed by such a petition shall be promptly considered by the Board, and must be submitted to the members with recommendations of the Board by the

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Secretary for a vote within seven (7) months of the date when the petition was received by the Secretary.

Section 2. Adoption. The Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment has been emailed or mailed, in accordance with the current email policy, by the Secretary, to each member in good standing, accompanied by a ballot on which the member shall indicate their choice for or against the proposed amendment(s). The notice shall specify a date not less than 30 days after the date of mailing by which date the ballot must be returned to the Secretary to be counted. The favorable vote of 2/3 of the votes tallied in accordance with Article III Section 5 (Voting) and returned within the time limit shall be required for the amendment(s) to be approved. The ballot must indicate if the member voting is a delegate or an associate member. The ballot shall not include any information that could be used to identify the member and must be folded or inserted into a blank envelope so that the vote cannot be seen when the return envelope is opened. The return envelope must have the members name and address shown on the return address to be counted.

Article IX

Dissolution

Section 1. Dissolution. The Association may be dissolved at any time by written consent of not less than two-thirds of the member clubs. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, none of the property of the Association or any proceeds thereof or any assets of the Association shall be distributed to any members of the Association. After payment of the debts of the Association, its property and assets shall be given to a charitable or not-for-profit organization or organizations for the benefit of dogs. The organization or organizations would preferably be located in New York State or be a national organization that supports the purposes of the Association in New York State. The organization(s) shall be selected by the Board of Directors. All State and Federal laws pertinent to such dissolution shall apply.

Article X

Order of Business

Section 1. Association Meetings. The Association order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Introduce new clubs and guests

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- Minutes of the last meeting
- Report of the President
- Report of Board Actions
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- Election of Board Members (Annual Meeting)
- Election of new members
- New Business
- Adjournment

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

- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- Election of Officers (Annual Meeting)
- New Business
- Adjournment

Section 3. Parliamentary Procedures. “Robert’s Rules of Order – Newly Revised” shall be the parliamentary authority in all matters, except where otherwise specified by any provision of this Constitution and By-laws and amendments thereto.

Approved by the delegates by written ballot 28Mar2021