

ALBERTA KENNEL CLUB BYLAWS

January 2012
Alberta Kennel Club

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BYLAWS

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Article I. NAME

The organization shall be called "The Alberta Kennel Club". It will hereafter be referred to as the "Club"

Article II. MEMBERSHIP

1. Membership Year

Membership in the Club shall begin on the 1st day of November and end on the 31st day of October.

2. Types of Membership

There shall be three types of membership:

- a. Ordinary member –any person(s), resident in Alberta, who has made application for membership, whose application has been approved by the Executive and who have paid the membership fee prescribed
Each ordinary member is entitled to one vote;
- b. Associate member – open to those who do not meet the requirements for full membership or are unable to participate actively in the Club but nevertheless declare an intention to pursue the stated purpose of the Club. Associate members do not have voting rights;
- c. Honourary members – the Club may, at any Annual General Meeting, elect honorary members by a unanimous vote of the members present. A notice of intention to propose the name(s) of any intended honorary member(s) shall have been given at the previous monthly general meeting by the member(s) making the proposal and each proposed honorary member must signify in writing, at least ten (10) day prior to the Annual General Meeting his/her acceptance to stand for such proposed honorary membership in the Club. Honourary members shall not be required to pay annual dues but shall enjoy all rights and privileges of regular members.

3. Eligibility for Membership

- a. Any person shall be eligible for membership providing such person is not then under suspension or expulsion by this Club, or by the Canadian Kennel Club, or the Kennel Club (England) or the American Kennel Club, or any other organization incorporated under the Animal Pedigree Act, or registered under the Joint Stock Companies Act (Alberta). If he/she is a member of this Club at the time of his/her suspension or expulsion, his/her membership shall terminate automatically and he/she shall have no claim against the Club or any interest in the property or assets of the Club;
- b. Any person convicted of cruelty or abuse of animals in any jurisdiction shall not be eligible for membership.

4. Application for Membership

- a. Each applicant for membership shall apply by completing and submitting a membership application in the form specified from time to time by the Executive. An applicant for membership must be proposed by two members in good standing of the Club and the signatures of the proposers must appear on the application form. Payment of dues for the current year as outlined under Membership Fees, must accompany the application;
- b. The applicant agrees to abide by the By-laws of the Club and those of the Canadian Kennel Club;
- c. The application will be presented at the next General Meeting. The applicant will be elected by a two-thirds (2/3) vote of the regular members present at the meeting;
- d. Members of the Club are entitled and encouraged to attend all General Meetings of the Club;
- e. Any applicant who has been rejected as a new member shall be informed in writing by the Secretary within 30 days of the vote. A rejected applicant must wait one year before applying again for membership.

5. Termination of Membership

Memberships may be terminated by:

- a. Resignation – any member in good standing may resign from the Club upon providing written notice to the Executive through the Secretary. Resignation shall be effective upon receipt by the Secretary;
- b. Lapsing – any member in arrears for dues or assessments for any year shall be automatically suspended at the expiration of 60 days from the end of said year and thereafter be entitled to no membership privileges or powers in the Club until reinstated. If a Lapsed Member pays his dues on or before March 1st, that person shall become a Member in Good Standing. In the event that a Lapsed Member fails to pay dues by March 1st, the membership is considered expired and an application for membership must again be completed and voted on by the Membership at a Regular Meeting before membership may be granted. A Lapsed Member is not considered a Member in Good Standing.
- c. Expulsion – the Executive with the support of the majority of voting members, as outlined in **Article VI**, shall have the power to expel a member for any cause which the Club may deem reasonable. Membership dues may be refunded upon the discretion of the Executive. An expelled member shall have no claim against the Club or any interest in the property or assets of the Club. Expulsion may also be a result of deprivation, suspension, debarment, expulsion or termination of Canadian Kennel Club membership as imposed by the CKC's Discipline Committee.

6. Membership Dues

- a. The annual dues and any other assessments payable by member shall be set from time to time by the Executive with support of the majority of members;
- b. The annual dues are payable on or before the first day of the Club's fiscal year. Dues must be paid for a member to be considered to be in good standing;
- c. No member of the Club is, in his/her individual capacity, liable for a debt or liability of the Club.
- d. New Members who apply to join after April 30th will only have to pay one-half (½) of current membership fees and annual dues. New members who apply to join after August 31st, will have their dues considered paid for the upcoming year. This provision applies only to individuals who have never been a member of the Club.

7. Voting Privileges

An individual must be an Ordinary member or Honourary member in good standing of the Club and be in good standing with the Canadian Kennel Club prior to being granted voting privileges. Unpaid membership dues shall constitute denial of voting privileges. Only Ordinary and Honorary members are entitled to vote and shall be entitled to one (1) vote, to be cast in person at meetings of the membership. There shall be no voting by proxy at any meeting.

8. Conflict of Interest

All members or any person serving on a Club committee who is in Conflict of Interest or potential Conflict of Interest must declare the conflict and excuse themselves from the decision being made.

Article III. MEETINGS OF MEMBERS

1. The Annual General Meeting

- a. The Club shall hold an Annual General Meeting within three months of the end of the fiscal year, (October 31st), at a place, date and hour designated by the Executive. Written notice of the annual meeting shall be sent by post, email, telephone or fax to each member by the Secretary at least 30 days prior to the date of the meeting;
- b. Candidates for the positions of Officers and Directors will be presented to the meeting by the Nominating Committee from a list of members in good standing of the Club;
- c. Additional nominations shall be accepted from the floor if made by a member in good standing, providing the nominee has indicated acceptance of the nomination;

- d. Elected positions include:
 - i. President
 - ii. Vice-President
 - iii. Treasurer
 - iv. Secretary, recording
 - v. Secretary, corresponding
 - vi. Directors - no fewer than four (4) and not more than six (6)
- e. There shall be an election of Officers and Directors by secret ballot at each Annual General Meeting. Votes will be received by the Secretary and counted by three (3) Members in Good Standing. If there is only one candidate for a position, the individual is acclaimed;
- f. Voting at the Annual General Meeting shall be limited to those Members in Good Standing who are present at the Annual General Meeting;
- g. New Officers and Directors shall take office immediately upon the conclusion of the election;
- h. The Treasurer shall give the members at the Annual General Meeting a written financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the auditor(s);

1. Special Meetings

- a. The Executive may call a special meeting at any time by providing written notice to the membership;
- b. The President shall call a special meeting upon the Secretary receiving a written or electronic petition signed by a least one-third (1/3) of the members in good standing and eligible to vote. The written petition must be addressed to the President and state the business to be conducted at the special meeting;
- c. The special meeting shall be held at such place, date and hour as designated by the President. Written notice of such meeting shall state the purpose of the meeting and be mailed, emailed or faxed to the last known contact of each member at least 30 days prior to the meeting. No other Club business may be transacted at a special meeting. The quorum for such a meeting shall be twenty percent (20 %) of the Membership in Good Standing.

2. General Meetings

- a. Notice of General Meetings shall be given by post, email, telephone or fax to each member ten (10) days prior and shall specify the place, date and hour of the meeting;
- b. The non-receipt of the notice by any member shall not invalidate the proceedings of any resolution passed at a General Meeting;
- c. No motions may be passed at a general meeting unless a quorum is present. Twenty percent (20%) of the Membership in Good Standing shall constitute a quorum. If within one hour from the time

appointed for the meeting a quorum is not present the meeting shall be dissolved and reconvened at the discretion of the Executive;

- d. The President shall chair the General Meeting and if absent the Vice-President shall chair the meeting. Another Executive member may chair the meeting if the President and Vice-President are not available.
- e. All motions presented at the General Meeting shall be decided by a majority vote and all voting shall be by show of hands unless a written vote is demanded. The decision of the Chairperson of the result of the voting shall be sufficient evidence of the result. Whenever one or more members present at a meeting demand a poll on any question, the Chairperson shall take the poll by secret ballot and may appoint scrutineers and in the case of any equality of votes, the Chairperson shall cast the deciding vote.

3. Executive Meetings

Meetings of the Executive shall be held on the call of the President or on the call of any four (4) or more members of the Executive. A quorum at the Executive Meeting shall be five (5) members of the Executive. The Chairperson of any meeting shall not vote excepting in the case of a tie vote; the Chairperson shall have the deciding vote.

- a. In the event that any Officer or Director is unable to fill his/her office through resignation, death or other cause, the Executive shall fill the vacancy with a qualified member of the Club. Any successor so named must be resident of the Province of Alberta.
- b. Should any officer or Director move his/her residence to any other province than Alberta or should he/she state his/her intention to be absent from the Province of Alberta for any period longer than three (3) consecutive months the Executive shall have the power to declare vacant the office held by such Executive member and may appoint from duly qualified members in good standing of the Club a member to fill the vacancy.
- c. Any Director missing two (2) consecutive Directors' meetings without valid extenuating circumstances may be relieved of his/her position by majority vote of the remaining Officers and Directors. Notification will be done in accordance with **Article VI**.

4. Electronic Meeting

Regular, Special General Meetings and meetings of the Executive of the Club may be held by electronic means (i.e. email or other internet communications, telephone conference calls, facsimile etc) but are subject to the following:

- a. A majority of the Club members have access to the appropriate electronic media required for the meeting, as verified by their response to a call for any particular meeting. The quorum required

for regular meetings or meetings of the Executive shall apply, dependant on the type of meeting (i.e. For Regular or Special General Meetings, twenty percent (20%) of the ordinary members in good standing shall constitute a quorum, or for Meetings of the Executive, 5 members of the executive shall constitute a quorum). Once the quorum is established it shall be assumed to be present until the meeting is adjourned.

- b. The technology used for electronic meetings shall allow members full access to and full participation in all meeting transactions, continuously or intermittently throughout the specified time for the meeting.
- c. The minimum affirmative vote required for the adoption of any motion shall be that of the majority of the quorum.
- d. The Board shall establish procedural rules with respect to the conduct of electronic meetings.
- e. For electronic meetings of the Executive, all Executive members must have access to the electronic media in order for e-meetings to be held.

Article IV. THE EXECUTIVE

1. Definition of the Executive

The Executive shall consist of all of the Officers and Directors of the Club. All Executive members must be residents of Alberta, and members in good standing with the Club and the Canadian Kennel Club. No Executive of the Club shall receive remuneration of any kind from the Club.

No Officer or Director of the Club may be permitted to also hold office in any other Alberta All-Breed Club.

2. Definition of Officers

The Officers of the Club shall be the President, Vice-President, Past President, Recording Secretary and Corresponding Secretary and Treasurer.

The Directors of the Club shall be nominated and elected from the list of Members in Good Standing.

- a. The President shall chair all Executive and General Meetings of the Club and shall have such duties and responsibilities as specified in these by-laws. The President is an ex-officio member of all committees, except the Nominating Committee, and appoints each committee chairperson with advice from the Executive. The President shall appoint a Nominating Committee of three (3) members in good standing who shall appoint a Chairperson from among their committee;

- i. The nominating committee shall compile a slate of Officers and Directors for the Club from a list of eligible members in good standing and submit the same at the Annual General Meeting, at which time the election of the Officers and Directors will be held.
 - ii. The nominating committee shall provide one (1) candidate for each elected position on the Executive. A candidate shall not be nominated for more than one (1) office or position.
- b. The Past President attends Executive meetings and may provide counsel and advice to the new President and the Executive;
- c. The Vice-President shall assume the duties and exercise the responsibilities of the President upon the direction of the President or in the case that the President is unable to carry out the duties and responsibilities of the position;
- d. The Recording Secretary shall keep a record of all Executive and General Meetings of the Club and of all votes taken in the order of business and is the custodian of all of official records and contracts of the Club. The Secretary shall distribute such minutes to the members of the Club or to the Executive, and shall provide all members of the Club with a copy of the Constitution and By-laws. The Secretary performs other duties assigned by the President and the Executive;
- e. The Corresponding Secretary shall receive and send correspondence on behalf of the Club to notify members of meetings, notify new members of their election to office, keep a record of the current members of the Club complete with postal addresses, e-mail addresses and telephone numbers and carry out such other duties as are requested by the President and the Executive;
- f. The Recording Secretary position and the Corresponding Secretary position may be assigned to one individual if the Club is unable to fill both positions;
- g. The Treasurer shall collect and receive all monies paid to the Club and be responsible for the deposit of same in the Club bank, credit union, treasury branch or trust company account as ordered by the Executive. The Treasurer pays all bills and disbursements authorized by the Executive and keeps complete and accurate records of receipts and disbursements, including bank accounts.

The Treasurer shall provide a financial report at every general meeting and an audited financial statement shall be presented at every Annual General Meeting of the Club. The books, accounts and records of the club shall be audited yearly by a duly qualified accountant or by two members of the Club appointed for that purpose by the Executive.

In this section the term "Audit" does not necessarily mean Audit, as described in the Canadian Institute of Chartered Accountants

handbook, other professional publications from any Accounting Bodies, or the Accountants Act of Alberta. However, the Audit described above does need to meet the requirements of Alberta Corporate Registry or any other governing bodies.

The financial records of the Club shall be open for inspection by the Executive at any reasonable time within a week of the Executive's request and at a place suitable to the Treasurer and the Executive. The financial records of the Club shall be the property of the Club.

An assistant to the Treasurer may be assigned at the request of the Treasurer and at the discretion and approval of the Executive.

- h. The Directors of the Club shall attend all Executive meetings and assist in the management of the Club.

3. Powers of The Executive

- a. The Executive may do all acts and exercise all the powers of the Club except such as are required by the by-laws or by statute to be done or exercised at a general meeting, and shall have full power to make rules and regulations from time to time for the government of the Club not inconsistent with the By-laws. All such rules and regulations shall be submitted to the next general meeting for consideration and all or any of the same may be then repealed, altered or modified.
- b. The Executive has the authority to hire a non-member of the Club to fill the position of Treasurer should the Club be unable to find a Member in Good Standing to assume the position.
- c. The Executive may appoint standing or ad hoc committees to assist them in administration of the Club, all such committees shall be subject to the final authority of the Executive;
 - i. A standing committee shall consist of a Chairperson plus whatever number of members deemed necessary by the Executive and/or committee chairperson.
 - ii. Ad Hoc Committees may be appointed by the Executive to aid the Executive with specific projects.
 - iii. The Chairperson of any Committee may call a meeting of their Committee whenever deemed necessary or at the request of two or more members of such Committee.
 - iv. Any appointment may be terminated by a majority vote of the Executive upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.
 - v. The Show Committee Chair shall be appointed for a two-show term at the first Executive meeting after the summer show.
- d. The spending powers of the Executive shall be restricted to \$1200.00 for goods or services without the

- approval of the membership.
- e. The Executive shall not enter into any contract written or verbal for goods or services, which commit the club for payments beyond a \$1200.00 limit.
 - f. The Executive shall not enter into any contract or contracts, which commit the Club to a series of delayed payments over a period of time without the approval of the membership.
 - g. The Executive shall not borrow from any financial institution including banks, or any other source including individuals without the approval of the membership.
 - h. Should the Executive or any individual member of the Executive be deemed by voting Club members of conducting the affairs of the Club in a manner prejudicial to the best interest of the Club, the members may call for an Special General Meeting (**Article III**, Meetings of Members) to either reconfirm the Executive or any one of its individual members for the remainder of its elected term. Should the Membership not reconfirm the existing Executive or any one of the Executive members, the members, by secret ballot, shall elect a provisional Executive or the necessary replacement individual Executive member for the remainder of that term. Should the Membership not reconfirm by majority vote the existing Executive or any of the Executive Members, the members, by majority vote and secret ballot, shall elect a provisional Executive or the necessary replacement individual Executive member for the remainder of that term.
 - i. Any member of the Executive who has been removed from Office by a majority vote of the membership shall be notified by letter signed by any two (2) remaining Executive members and delivered by Registered Mail.

4. Vacancies

Should a vacancy occur on the Executive, the Executive may appoint a member of the Club to fill the position. If a vacancy occurs in the office of the President, the Vice-President shall fill such vacancy automatically and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Executive.

5. Terms of Office

The elected Officers and Directors shall take office immediately following the elections. Each of the former Executive members shall turn over to his successor in office, all properties and records relating to that office within 15 days after the Annual General Meeting.

6. Interpretation of By-Laws

In case of any dispute regarding the interpretation of any provision of the By-Laws or any policy and/or procedure adopted by the Club, the interpretation agreed upon by the Executive shall be final and binding. Such interpretation shall not contravene the provisions of the Animal Pedigree Act (Canada) or the Joint Stock Companies Act (Alberta)

Article V. EXECUTION OF DOCUMENTS

The execution of all documents and signing of all cheques and negotiable instruments in connection with the administration of the Club must be signed by the Treasurer and countersigned by the President and/or one member of the Executive, appointed by the Executive. The President and/or a designated member of the Club shall sign all contracts with the knowledge of the Executive. All persons with cheque signing authority may be bonded in an amount deemed necessary to protect the financial interests of the Club.

No two (2) signing authorities are to reside in the same household.

1. Financial

- a. The Executive shall cause proper accounts to be kept of:
 - i. All transaction of the Club,
 - ii. All sums of money received and expended by the Club and matter in respect of which such receipt and expenditure takes place,
 - iii. The assets and liabilities of the Club;
- b. The Treasurer shall lay before the members of the Club at the Annual General Meeting in each year a statement showing the income and expenditures of the Club during the preceding year and the state of the Club's accounts and its assets and liabilities, audited and signed by the Club's auditor(s);
- c. Two members of the Club or a professional accountant shall be appointed by the members of the Club at the General Meeting prior to the end of the fiscal year to audit the Clubs books and records of account for the fiscal year;
- d. All committees must have their budgets approved by the Executive;
- e. Fiscal year end is defined as October 31st.

2. Donations

- a. All donation requests made to the Alberta Kennel Club shall be considered firstly by the Executive of the Club. The Club Executive shall, at the conclusion of each fiscal year, consult the Annual

Financial Statement and arrive at a percent of the monies available, which will then be set aside for Charitable Donations for the coming year;

- b. Donations to any individual or families can be made on a humanitarian basis at anytime during the year with the approval of the membership. In extreme situations where a Club member or members of the immediate family require assistance the Executive has the authority to make emergency donation of up to \$1200.00.

Article VI. DISCIPLINE

1. The Executive, with ratification of the general membership shall have the power to suspend or expel any Executive Member, Director, ordinary member, associate member, or honorary member for conduct deemed detrimental to the well being of the Club.
2. Any member who is suspended, debarred, expelled or deprived from privileges of The Canadian Kennel Club automatically shall be suspended from the privileges of this Club for a like period.
3. A written report must be submitted to the Executive of a charge against person(s) which may result in suspension, expulsion, or deprivation of privileges. A meeting of the Executive shall be called immediately who shall decide whether to entertain the charge or complaint, and investigate. The Executive will ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. and Should the complaint be sustained by the Executive after hearing all the evidence, and testimony presented by the complainant and defendant, the Executive will report the matter to the next general meeting for determination. The Executive will make a recommendation to the membership and the Club 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 30 days of the decision.
4. A person(s) so suspended, expelled, or deprived under the By-laws or any rule or regulation of the Club, or one who automatically suspended him/herself under the By-laws of any rule or regulation of this Club shall, after the expiration of thirty (30) days, have the right to apply through the Executive for reinstatement. On application, they shall be reinstated at the next meeting of the Club, provided a majority of the members of the Club present, vote in the affirmative.
5. Any person(s) so suspended, expelled, or deprived shall have no claim against the Club, or any interest in the property or assets of the Club.

Article VII. SEAL

The seal of the Club shall be under the custody of the Correspondence Secretary but shall not be attached to any document unless with the sanction of a resolution of the Executive and in the presence of such officers as the Executive shall appoint to attest the sealing.

Article VIII. MINUTES AND RECORDS

1. The Recording Secretary shall keep correct minutes of the proceedings at each meeting of the Club, and these shall be read by the Recording Secretary at the ensuing meeting if the members shall so require. The Recording Secretary shall also keep correct minutes of meetings of the Executive;
2. The Recording Secretary shall have charge of the Minute Books and the records of the Club but subject always to the direction of the Executive;
3. The books and accounts of the Club shall be always open to inspection by any member after submitting a written request to the Executive. Within 30 days of such a request a member may inspect the Books and Records by appointment at a location convenient for the Treasurer;
4. The Correspondence Secretary shall be responsible for all incoming and outgoing correspondence and shall have same available at all executive meetings.

Article IX. AMENDMENTS

The by-laws can only be changed by a Special Resolution of the Members.

1. A "special resolution" means a resolution passed:
 - a. At a General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose ant resolution has been duly given, and
 - b. By the vote of not less the seventy-five (75)% of those members who , if entitled to do so, vote in person;
2. A resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree,
3. A resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person.

Article X. DISSOLUTION

1. The dissolution of the Club shall require a motion for such undertaking as a "Special Resolution" requiring that twenty-one (21) days written notice is presented to every member of the Club.
2. The passing of this Special Resolution shall require a three-fourths (3/4) majority vote.
3. If the vote carries, the Executive Committee or a special Committee of four members appointed by the meeting shall implement the decision. This will involve the liquidation of the assets of the Club, a complete and final audit of the accounts of the Club, and provision for the safekeeping of records of the Club.
4. All funds or assets remaining after all debts have been paid shall be transferred to the non-profit canine organization(s) voted upon by three quarters (3/4) of the members in attendance at the dissolution meeting.

Article XI. ORDER OF BUSINESS

All meetings of the Club shall be conducted under Robert's Rules of Order.

1. 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:
 - Introduction of new members
 - Reading of the minutes of the last meeting
 - Business arising from the minutes
 - Correspondence
 - Treasurer's Report
 - Committee Reports
 - Election of Officers and Board (at annual meeting)
 - Election of new members
 - Unfinished business
 - New Business
 - Date and location of next meeting
 - Adjournment
2. At meetings of the Executive of the Club, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
 - Reading of the minutes of the last meeting
 - Business arising from the minutes
 - Treasurer's Report
 - Committee Reports
 - Unfinished Business
 - Election/appointment of new members
 - New business
 - Adjournment