

Colorado Federation of Dog Clubs, Inc.

Constitution

Article 1. NAME AND OBJECTIVES

Section 1. The name of the organization shall be the Colorado Federation of Dog Clubs, Inc.

Section 2. The purpose of the organization is to encourage and promote the welfare of dogs, and to protect and advance the interest of dogs and persons connected with dogs.

Section 3. The Colorado Federation of Dog Clubs, Inc. (the Federation), shall not engage in any act which would prevent it from qualifying as a tax exempt organization under 26 U.S.C § 501. The Federation is irrevocably dedicated to, and operated exclusively for non-profit purposes; and no part of the income or assets of the Federation shall be distributed to, nor inure to the benefit of any individual.

Section 4. The Delegates of the member clubs shall adopt and may revise such By-Laws as may be necessary to carry out these objectives.

By-Laws

Article 1. MEMBERSHIP

Section 1. Eligibility.

Membership is open to any AKC or UKC licensed or member Colorado dog club.

Section 2. Dues.

The Federation fiscal year shall begin on January 1st and end on December 31st of each year. Dues shall be established by the Board of Directors annually. Dues shall be payable annually by the member clubs. Annual dues or due and payable on January 1st, and must be received by the treasurer for the Federation no later than June 1st.

Section 3. Election to Membership.

Each applicant for membership shall apply on a form, approved by the board of Directors, which shall provide that the applicant agrees to abide by these Constitution and By-Laws. Accompanying the application, the prospective member shall submit dues payment for the current year.

Section 4. Termination of Membership.

Membership may be terminated:

- a. By letter of resignation mailed to the Federation Secretary

- b. By expulsion. A membership may be terminated by expulsion as provided in Article VI of the By-Laws
- c. By lapse of dues. Clubs whose dues remain unpaid after June 1st shall automatically be dropped from membership.

ARTICLE II. MEETINGS AND VOTING

Section 1. General Meetings.

The Annual Meeting shall be held each year, at such hour and place as may be designated by the Board of Directors. Written notice of the meeting shall be mailed by the Secretary to the Officers and Delegates of each member club at least 10 days prior to the meetings. The quorum for such meeting shall be attendance by Delegates from 30% of the member All-breed dog clubs. Only Delegates and their Alternates may vote, but any interested person may attend.

Section 2. Board Meetings.

Meetings of the Board of Directors may be held at such place and hour as may be designated by the Board. Notice of a meeting shall be sent in writing by the Secretary to Board Members at least 10 days prior to the Meeting. The Quorum for such a meeting shall be a majority of the Board.

Section 3. Special Meeting of the Federation.

Special Meetings of the Federation may be called by the President, or by a majority vote of the Board who are present and voting at any meeting of the Board, and shall be called by the Secretary upon receipt of a Petition signed by three Delegates from member clubs in good standing. Written notice of such a meeting shall be made by the Secretary at least 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. No other Federation business may be transacted at a Special Meeting. The quorum for such a meeting shall be attendance by Delegates from 30% of the member All-breed dog clubs.

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 three members of the Board. Notice of such a meeting shall be sent by mail, electronic mail, or telephone at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting. No other business may be transacted at the Special Board Meeting. The quorum for such a meeting shall be a majority of the Board.

Section 5. Voting.

Each member organization in good standing shall:

- a. Designate one Delegate and one Alternate Delegate. The Delegate and Alternate Delegate shall remain the duly accredited representatives of each member organization until the Secretary of the Federation is notified in writing by the Secretary of the member dog club of any change.
- b. Each member club shall be entitled to one vote by the Delegate, or in the Delegate's absence, by the Alternate Delegate, at the Annual Meeting and at each Special Meeting of the Federation.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. Board of Directors

- a. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and three (3) other persons, all of whom shall be in good standing and all of whom shall be elected to two-year terms as provided in ARTICLE IV and Section 1b of this Article, and shall serve until their successors are elected. The Board of Directors shall be in charge of the general management of the Federation's affairs and will conduct those affairs pursuant to the Constitution and these By-Laws and applicable laws, ordinances, and governmental regulations.
- b. At the first election of the Board of Directors, the Vice-President, Secretary, and two (2) other persons shall be elected to a one-year term as provided in ARTICLE IV, and shall serve until their successors are elected.

Section 2. Officers

The Federation's Officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Federation and its meetings and the Board and its meetings.

- a. The President shall preside at all meetings of the Federation and of the Board. He shall have general supervision over the affairs of the organization, subject to the control of the Board of Directors, and shall have such duties and powers incidental to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors.
- b. The Vice-President shall have the duties and exercise the powers of the President in the event of the President's death, absence or incapacity.
- c. The Secretary shall keep a record of all meetings of the Federation and of the Board and of all matters of which a record shall be ordered by the Federation. He or she shall have charge of all books, records, and papers of the Federation and shall perform all duties incident to the office of Secretary and carry out such other duties as may be assigned to him/her by

the Board of Directors. The Secretary shall have charge of the correspondence, notify Delegates of meetings, notify new member clubs of their election to membership, notify Officers and Directors of their election to office, keep a roll of the member organizations of the Federation and their addresses and names of their Delegates. The Secretary shall file with appropriate agencies all reports, statements, and other documents required by law and shall keep records of same, and shall carry out such other duties as prescribed in these By-Laws.

- d. The Treasurer shall collect and keep an account of all monies due or belonging to the Federation, and all funds expended by the Federation. The Treasurer shall deposit all funds in such depositories as shall be approved by the Board. The Treasurer's books shall at all times be open to inspection by the Board. The Treasurer shall report to them at every meeting the condition of the finances of the Federation and items of receipt and payment not previously reported. At the Annual Meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year, a copy of which report shall be sent to all member organizations within thirty (30) days. At the expiration of his or her term, the Treasurer shall promptly turn over to the successor in office all books, monies, vouchers, invoices, and other properties in his or her possession.

Section 3. Vacancies.

Any vacancies occurring on the Board of Directors during the current year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creating 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.

ARTICLE IV. THE FEDERATION YEAR, ANNUAL MEETING, ELECTIONS.

Section 1. Federation Year.

The Federation's Official Year shall begin January 1st following the completion of the Annual Meeting. The Federation's Fiscal Year shall coincide with the Federation's Official Year. The elected Officers and Directors shall take office at the start of the Federation's fiscal year. Each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office prior to the expiration of his or her term of office.

Section 2. Annual Meeting.

At the Annual Meeting, Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. If no valid nominations are received by the Secretary, as provided for in Section 4b of this Article, the Nominating Committee's slate shall be considered to have been elected

unanimously and no balloting will be necessary. Notification of the Annual Meeting shall be mailed to each Delegate.

Section 3. Elections.

The candidate receiving the greatest number of votes for each office shall be declared elected, and the candidates receiving the largest number of votes for each of the other positions on the Board shall also be declared elected. If any nominee, at the time of the meeting, is unable to serve for just reason, such nominee shall not be declared elected and the vacancy so created shall be filled by the new Board of Directors. In case of a tie vote for any position, the Delegates to the meeting at the time of election will decide by ballot which of the candidates will be elected.

Section 4. Nominations and Ballots.

No person may be a candidate in a Federation election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors before August 1st. This committee shall consist of three Delegates. All members of the committee are to be Delegates of member clubs in good standing. The Board shall name a chairman for the committee and it shall be his or her duty to call a meeting during the month of August. The Nominating Committee may conduct its business by telephone.

- a. The Nominating Committee shall nominate from among the Delegates of member clubs in good standing, one candidate for each office, and for each other position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary no later than September 1st. The Secretary shall mail the list to each Delegate to the Federation on or before September 15th, so that additional nominations may be made by the Delegates if they so desire.
- b. Additional nominations may be made by written petition addressed to the Secretary and received at his or her regular address on or before October 10th, signed by the Delegates from three separate member organizations and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made from among only those Delegates who have not accepted a nomination of the Nominating Committee.
- c. If one or more valid additional nominations are received, the Secretary shall on or before October 20th, notify the Delegates in writing of any additional nominations. The notification shall be mailed along with the notification of the Annual Meeting.

ARTICLE V. COMMITTEES

Section 1. Standing Committees, Special Committees.

The Board may each year appoint standing committees to advance the work of the Federation. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

- a. Any committee appointment may be terminated by a majority vote of the membership of the Board, upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.
- b. Committee appointments shall be considered terminated at the conclusion of the Federation year unless reappointment is made by the new Board.

Section 2. Auditing Committee.

The Auditing Committee shall consist of three (3) Delegates appointed by the President and approved by the Board of Directors. This committee shall audit the records of the Treasurer at least once a year and report its findings to the Federation at the Annual Meeting.

ARTICLE VI. DISCIPLINE

Section 1. Conduct by a Member Club.

Any conduct by a member club which is deemed detrimental to the Federation is subject to discipline. Any such charges must be submitted to the Board and a hearing conducted by the Board. If the Board finds the charges to be valid, the charges will be submitted to the members for resolution.

ARTICLE VII. AMENDMENTS

Section 1. Proposed Amendments.

Amendments to the Constitution and By-Laws may be proposed to the Board of Directors by written petition to the Secretary, signed by two (2) Delegates in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors, and must be submitted to the membership with recommendations of the Board of Directors to the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. Voting on Amendments.

The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the Delegates at any Regular or Special Meeting called for that purpose, provided that the proposed amendments have been included in the notice of meeting and mailed to each Delegate at least 60 days prior to the date of the meeting.

ARTICLE VIII. DISSOLUTION.

Section 1. Method of Dissolution and Distribution of Property.

The Federation may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the member organizations. In the event of the dissolution of the Federation, whether voluntary or involuntary, or by operation of law, none of the property of the Federation, nor any proceeds thereof, nor any assets of the Federation shall be distributed to any individual or member organization of the Federation but after payment of the debts of the Federation, its property and assets shall be given to a charitable organization or organizations for the benefit of dogs located within the State of Colorado. The organization or organizations will be selected by the Board of Directors. All State and Federal codes pertinent to such dissolution shall apply.

ARTICLE IX. ORDER OF BUSINESS.

Section 1. Federation Meetings.

At meetings of the Federation, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

1. Roll Call
2. Establish Quorum
3. Minutes of Last Meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Report of Committees
8. Unfinished Business
9. Election of New Members
10. New Business
11. Adjournment

Section 2. Board of Directors Meetings.

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

1. Minutes of Last Meeting
2. Establish Quorum
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Adjournment

Section 3. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with this Constitution, By-Laws and amendments thereto, or applicable laws, ordinances, and governmental regulations.