

MISSISSIPPI GULF COAST KENNEL CLUB, INC.

(Established June 2008)

CONSTITUTION & BYLAWS

(Revised January 2023)

CONSTITUTION

These Bylaws are subject to and governed by the State of Mississippi Not-For Profit Corporation Laws and the Articles of Incorporation of the Mississippi Gulf Coast Kennel Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Mississippi State Not-For-Profit Corporation Laws, the Mississippi State Not-For-Profit Corporation Act will be controlling.

ARTICLE 1

Name and Objects

SECTION 1. The name of the Club shall be Mississippi Gulf Coast Kennel Club

SECTION 2. The objects of the club shall be:

- a) to further the advancement of all breeds of purebred dogs.
- b) to do all in its power to protect and advance the interests of dog shows, obedience trials, tracking tests, and agility trials and to encourage sportsmanlike competition at such events; and
- c) to conduct sanctioned matches, dog shows, obedience trials, tracking tests, agility trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE 1

Membership

SECTION 1. Membership. There shall be six (6) types of membership open to all persons eighteen (18) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club, and a Junior Membership for minors under the age of eighteen (18) years. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. These memberships include:

Regular – Enjoys all club privileges including the right to vote as outlined in Article II, Section 5 and the right to hold office.

Household – Two (2) adult members residing in the same household, each eligible to vote as outlined in Article II, Section 5 and the right to hold office.

Associate – Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active).

Junior – Open to minors under eighteen (18) years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age eighteen (18). Junior members pay no dues.

Honorary – An individual who has made significant contributions to the Sport, any Breed, or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life – For those individuals who have been members without a break in membership for more than twenty (20) years. Life-members pay no dues but are eligible to vote and hold office.

SECTION 2. Dues. Membership dues are payable on or before the first day of July each year, are set by the Board, and will not exceed more than \$50.00 per year. Any bank fees incurred by the Club as a result of any check returned for non-sufficient funds, will be payable by that member as part of their dues before their dues are considered as paid in full. No member may vote whose dues are not paid for the Fiscal year. During the month of May, the Treasurer shall send to each member a statement of dues for the Fiscal year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the rules of The American Kennel Club. The application shall state the name, address, occupation of the applicant, and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the Fiscal year. Applicants applying for Regular Membership must have attended two (2) membership meetings prior to the second reading of their application. All applications for membership shall be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next club meeting the application will be voted upon and an affirmative vote of two-thirds (2/3) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Any new member who joins the Club after the last day of March, will not be required to pay dues in July of the same year. Applicants for membership who have been rejected by the club may not reapply within six (6) months after such rejection.

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

- a) by resignation. Upon written notice to the Secretary.
- b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the Fiscal year (July 1st); however, the Board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. A \$10.00 penalty will be assessed to any dues paid after the first day of the Fiscal year (July 1st) in order for dues to be considered paid in full. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

SECTION 5. Reinstatement of Membership. Any member whose membership has been terminated by means other than expulsion, within one (1) year of termination of membership may request in writing to the Secretary to be reinstated along with payment of dues. Member to be reinstated must attend one (1) membership meeting and, at this same meeting, will be voted upon and an affirmative vote of two-thirds (2/3) of the members present and voting by secret ballot at this meeting shall be required for reinstatement.

ARTICLE II Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club may be held in person each month in Harrison County, Mississippi at such hour and place as may be designated by the Board. The Board may also authorize meetings to be held by methods in accordance with State Law such as electronic, virtual, teleconference, or methods as may be developed. Written notice of each such meeting shall be sent via USPS mail or email by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2. Special Club Meetings. Special Club meetings 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 may also be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in Harrison County, Mississippi at such place, date and

hour as may be designated by the person or persons authorized herein to call such meetings. The Board may also authorize meetings to be held by methods in accordance with State Law such as electronic, virtual, teleconference, or methods as may be developed. Written notice of such a meeting shall be sent via USPS mail or email by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be twenty (20) percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board shall be held every other month in Harrison County, Mississippi at such hour and place as may be designated by the Board. The Board may also authorize meetings to be held by methods in accordance with State Law such as electronic, virtual, teleconference, or methods as may be developed. Written notice of each such meeting shall be sent via USPS mail or email by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

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 (3) members of the Board. Such special meetings shall be held in Harrison County, Mississippi at such place, date and hour as may be designated by the person authorized herein to call such meeting. The Board may also authorize meetings to be held by methods in accordance with State Law such as electronic, virtual, teleconference, or methods as may be developed. Written notice of such meeting shall be sent via USPS mail or email by the Secretary at least five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Only members with Regular Membership or Household Membership status have voting privileges with the following conditions:

- a) Each member in good standing whose dues are paid for the Fiscal year shall be entitled to one (1) vote at any regular or special meeting of the Club at which the member is present.
- b) In order to vote at the Annual Meeting for the election of Officers and Directors, a member must be in good standing, have paid their dues for the year for which the Officers and Directors are being elected, and must have attended six (6) club meetings in the twelve (12) months prior to the elections.
- c) Proxy voting will not be permitted at any club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the Officers and three (3) other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's Officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly 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 Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club, 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 Club with their addresses, and carry out such other duties as are prescribed by these Bylaws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be

deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances with an Income/Expense Report and a Balance Sheet. At the Annual Meeting, an Annual Income/Expense Report and a Balance Sheet will be presented for the previous Fiscal year. The Club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of six (6) persons.

SECTION 3. Absence. Except in the case of extenuating circumstances, and at the discretion of the Board, in the event that an officer or any member of the Board fails to attend three (3) consecutive meetings of the general membership or of the Board, the member shall be removed from office.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next Annual Election by a majority vote of the members of the Board at its first regular meeting following the creation 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 and the resulting vacancy in that office shall be filled by the Board.

ARTICLE IV

Club's Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1. Fiscal Year. The Fiscal year shall begin on the first day of July (July 1st) and end on the last day of June (June 30th).

SECTION 2. Annual Meeting. The Annual Meeting shall be held in the month of June, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of March, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before April 15th.

a) The committee shall nominate one candidate for each office who may but need not be an officer or director of the club, and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the May meeting, notify each member in writing of the candidates so nominated.

c) Additional nominations may be made at the May meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

SECTION 4. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before the May meeting, the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

SECTION 5. Club's Official Year. The Club'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.

ARTICLE V Committees

SECTION 1. Committees. The Board may each year appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Termination. 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 persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary 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 a copy of the charges to each member of the Board or present them at a Board Meeting. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 own defense and bring witnesses if he 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. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation.

Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 VII
Amendments**

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty (20) percent of the eligible voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

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

**ARTICLE VIII
Dissolution**

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by 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 members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

**ARTICLE IX
Order of
Business**

SECTION 1. Order of business for Membership and Board Meetings will be as prescribed in the current edition of "Robert's Rules of Order, Newly Revised," and shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the club may adopt.

**ARTICLE X
Parliamentary Authority**

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the club may adopt.

*Mary Beth Larass -
Secretary/Treasurer
1-30-2023*