



CONSTITUTION OF THE WINE COUNTRY CHOW CHOW ASSOCIATION OF NEW YORK, INCORPORATED

SECTION 1: The name of the Club shall be the Wine Country Chow Chow Association of New York, Incorporated.

SECTION 2: The Club colors shall be Burgundy and Gold.

SECTION 3: The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Chow Chows and to do all possible to bring their natural qualities to perfection.
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Chow Chow shall be judged.
- (c) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows.
- (d) To conduct sanctioned matches, dog shows and any other event for which the Club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 4: The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 5: 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 OF WINE COUNTRY CHOW CHOW ASSOCIATION OF NEW YORK INCORPORATED

ARTICLE 1 Membership

SECTION 1: Eligibility. There shall be two (2) types of membership open to all persons 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, including one Junior membership. 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.

Regular (Individual) - Enjoys all Club privileges including the right to vote and hold office.

Associate - (Individual) - Entitled to all Club privileges except voting and holding of any office. This membership is offered to individuals who live outside the Club's area and to those individuals who live in the Club's area but are not active.

Foreign - For those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and holding of any office. Said membership will fall under the Associate membership.

Junior - Open to children under 18 years of age, a non-voting/non-office holding membership which may be automatically converted to a regular membership at age 18. A guardian must cosign for the child.

SECTION 2: Dues. Membership dues shall not exceed \$40.00 per year for Individual Membership and \$15.00 per year for Junior Membership. Dues shall become payable on or before the 1st day of November of each year. During the month of September, the Treasurer shall send a notice to each member of his dues for the ensuing year. The Treasurer shall send a second statement by November 15th to those regular members whose dues are unpaid, giving notice of lapse of membership if dues are not received on or before December 31st. Those members who are elected to membership after August 1st shall be considered to be paid for the following year. No member may vote, or otherwise be entitled to Club privileges while dues are delinquent. The annual dues may be decreased or increased by a two-thirds (2/3) vote of the members in good standing present at any meeting.

SECTION 3: Election of 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 the Constitution and By-Laws and the Rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and shall carry the endorsement of two (2) members in good standing. 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 Club following its receipt. At the next Club meeting, the applicant will be voted upon and affirmative votes of two-thirds (2/3) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected will be sent a letter by the Secretary notifying them of said rejection to membership, accompanied by a check constituting a refund of the dues paid, and notifying them that they may reapply six (6) months after such rejection.

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

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to the resignation.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after 60 days of the dues payable date. However, the Board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. 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.

ARTICLE II
Meetings and Voting

SECTION 1: Club Meetings. Meetings of the Club shall be held six (6) times yearly within the greater Canandaigua, New York Area or via teleconference conference call or via video conference at such place, date and hour as may be designated by the Board of Directors. Written notice of each such meeting shall be sent via mail or email by the Secretary at least ten (10) days prior to the date of the meeting along with the meeting agenda. The quorum for such meetings shall be fifteen (15) percent of the members in good standing.

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 shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the greater Canandaigua, New York Area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be sent 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 there at. The quorum for such a meeting shall be fifteen (15) percent of the members in good standing.

SECTION 3: Alternative Notice. Any member may waive receiving any notice from the Club by first class mail through the US Postal Service by submitting a completed waiver form electing to have all notices and club correspondence either electronically sent to a designated email (excluding ballots). Once a member waives all rights of receiving any club correspondence via US Postal Service it is the member's responsibility to maintain a current email address with the Secretary.

SECTION 4: Board Meetings. Meetings of the Board of Directors shall be held six (6) times yearly in the greater Canandaigua, New York Area, or via telephone conference call or via video conference at such place, date and hour as may be designated by the Board. Written notice of each such meeting shall be sent 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 5: 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 the greater Canandaigua, New York Area, or via telephone conference call or via video conference at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or emergency notice by email or telephone shall be given at least three (3) days and not more than 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 there at. The quorum for such a meeting shall be a majority of the Board.

SECTION 6: Voting. Each member in good standing whose dues are paid for the current year, and who are eligible to vote, shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election. A quorum will consist of fifteen (15) percent of the Club members in good standing that are eligible to vote. If no quorum is present, the meeting shall be adjourned.

ARTICLE III Directors and Officers

SECTION 1: Board of Directors. The Board shall be comprised of the officers and four (4) other persons, all of whom shall be members in good standing and all of whom shall be elected for two (2) 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 of 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 members of their election to membership and furnish them with a copy of the Constitution and ByLaws of the Club, 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 in these Bylaws.

- (d) The Treasurer shall collect and receive all monies due or belonging to the Club. The monies 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 and every item of receipt or payment not previously reported; and after completion of the year, the Treasurer shall render an account of all monies received and expended during the previous year, which account must be audited by a Committee appointed by the Board, which Committee shall report to the Board. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. There shall at all times be two (2) signatories on said account, one of which shall be an alternate in the event the Treasurer is unable to act in his/her capacity, said second signatory to be appointed by the Board. The Treasurer shall not be authorized to make disbursements in excess of \$750.00 without approval by two-thirds of the members in good standing present at any meeting.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of the officers and five (5) other persons.

SECTION 3: 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 the President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

SECTION 4: Liability of Directors: Except as expressly provided by New York Not for Profit Corporation Law, no person serving without compensation as a director or officer of the Club shall be liable to any person, other than the Club itself, based solely on his or her conduct in execution of such office, unless the conduct of such officer with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting liability. For purposes of this Section 4, such director shall not be considered compensation by reason of payment of his or actual expenses incurred in the execution of such office. New York Not for Profit Corporation Section 720(a).

SECTION 5: Indemnification: The Club may indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitative, or investigative, including all appeals, because that person is or was a director, officer, employee, or agent of the Club in accordance with New York Not for Profit Corporation statutes Sections 722, 723.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1: Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st of December.

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.

SECTION 2: Annual Meeting. The annual meeting shall be held in the month of September, at which Officers and Directors for the ensuing years shall be elected by secret ballot from among those nominated in accordance with Section 4 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: Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4: Nomination: No person may be a candidate in a Club election who has not been nominated. During the month of May, 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 committee meeting, which shall be held on or before June 15th.

- (a) The Committee shall nominate one candidate for each office 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 (2) weeks before the July meeting notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the July 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.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1: The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the board to aid on particular projects.

SECTION 2: 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 the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2: Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interest 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, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. 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 of a hearing by the Board not less than three (3) weeks, not more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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/her own defense and bring witnesses if he/she 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 the 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. If it deems that punishment is 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/her 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/she 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 of Directors or by written petition addressed to the Secretary signed by fifteen (15) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors 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 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 of Directors.

ARTICLE IX
Order of Business

SECTION 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:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business

Adjournment

SECTION 2: At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of Minutes of Last Board Meeting

Reports of Secretary

Report of Treasurer

Reports of Committees

Unfinished Business

New Business

Adjournment

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.

SECTION 2: The Club is subject to The Laws of The State of New York, including Non-Profit Laws.

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