2/3/2022

**CHINOOK CLUB OF AMERICA, INC.**

**CONSTITUTION AND BYLAWS**

As Amended 2022

**CONSTITUTION**

 **ARTICLE I**

**Name and Objects**

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

**SECTION 1**. The name of the club shall be Chinook Club of America, Incorporated, but may also be

referred to as “club” or “CCA”.

**SECTION 2**. The purposes and objects of the club shall be:

(a) To encourage and promote quality in the breeding of purebred Chinooks and to do all possible to

bring their natural qualities to perfection; while adhering to the historical type and original purpose of the breed;

(b). To encourage and support research into the genetic and health related issues that impact the Chinook

breed and to educate members about these issues;

(c) To do all in its power to protect and advance the interests of the breed by encouraging sportsman-like competition at dog shows, obedience trials and tracking tests and any events for which the club is eligible.

(d) To encourage the organization of independent local specialty clubs in those localities where there are

sufficient fanciers of the breed to meet the requirements of The American Kennel Club;

(e) 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 Chinooks shall be judged and to educate members, breeders, and Judges, on the Standard;

(f) To conduct sanctioned matches, specialty shows, obedience trials and tracking tests (field trials) and license events, and any events 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 this 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 II**

**Membership**

**SECTION 1.** *Eligibility.* There shall be five types of memberships, open to all persons 18 years of age and older, in good standing with The American Kennel Club and who subscribe to the purposes and  objects of this club. In addition there is a sixth type of membership available to juniors under 18 years of age.

(a) Individual: Enjoys all club privileges including the right to vote and hold office.

(b) Household: two (2) adult members residing in the same household, each eligible to vote and hold office.

(c) Associate: Entitled to all club privileges except voting and office holding.

(d) Foreign: for those individuals who are not U.S. residents or its territories and possessions. Foreign Members shall be entitled to all club privileges except voting and office holding.

(e) Junior: open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.

f) Honorary Annual Membership: The board of directors may, from time to time, designate a

living person who has contributed their time and experience to the club and its members to help promote the goals of the club. Nominations may be made to the board by any member of the club. Honorary Memberships will be annually reviewed. Honorary members pay no dues and are not eligible to vote or hold office.

(g)*Freida Greene Richards Honorary Lifetime Membership Award:* The board of directors may

 award this Life Membership to a person who has made an outstanding contribution to Chinook Club of America. Nominations may be made to the board by any member of the club. Life members pay no dues and are eligible to vote and hold office.

**SECTION 2.** *Dues*. Membership dues shall be set by the board, not to exceed $150 per year.

Dues are payable on or before the first day of each year. No member may vote or hold office whose dues are not paid for the current club year. During the month of November the Secretary or an appointee shall send to each member a statement of dues payable

**SECTION 3.** *Application 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 bylaws, and the rules and regulations of CCA, The American Kennel Club and AKC’s Code of Sportsmanship. The application shall be submitted to the Secretary or appointed official. It shall carry the endorsement of two voting members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current club year. All applicants’ names and sponsors will be published in the newsletter within 30 days of receipt and if no objections are received by the Secretary within 15 days of publication, the applicant becomes a member. Members in good standing may object to an applicant by submitting a statement with supporting documentation received by the Secretary within 10 days of the published date. If a statement is submitted, the board shall vote by secret ballot whether to accept or deny membership. Affirmative votes of a majority of the board of directors shall be required to accept such an applicant. Applicants whose membership has been rejected by the club may re-apply 12 months after such rejection. Dues shall be returned to any rejected applicant. A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a Voting Member.

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

a) ***by resignation*** - Upon written notice to the Secretary. All dues paid will be forfeited to the club upon resignation.

b) ***by lapsing*** - A membership will be considered as lapsed and automatically terminated if such member’s dues remain unpaid as of March 1st; however, the board may grant an additional 30 days of grace to such delinquent members. In no case may a person be entitled to vote whose dues are unpaid.

c) ***by expulsion*** - A member may be terminated by expulsion as provided by Article VIII Section 4 of these Bylaws.

**ARTICLE III**

**Member Meetings**

**SECTION 1.** *Annual Meeting* The Annual meeting of the club shall be held in the month of September or

in conjunction with the club’s specialty show, if possible, at a place, date and hour designated by the board of directors. Written notice with the agenda shall be sent by the Secretary via email at least thirty (30) days prior to the date of the meeting. The quorum for holding such meetings shall be ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

**SECTION 2.** *Club Meeting Voting.* The Secretary will send all items for voting to the membership,

excluding election voting within 10 days of the Annual Meeting or Special Meeting~~s~~. Ballots must be received by the Secretary and postmarked no later than 30 days after the date printed on the ballot.

**SECTION 3.** *Special Club Meetings.* Special Club Meetings may be called by the President, by a majority vote of the members of the board who are present at any meeting of the Board or who vote by mail; and may also be called by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the club who are in good standing. Such special Meetings shall be held by methods (in accordance with Connecticut State Law – such as electronic, virtual, teleconference or methods as may be developed) designated by the person or persons authorized herein to call such meetings, at such place, date and hour as designated by the board of directors. Written notice stating the purpose of the meeting shall be given by the Secretary at least fourteen (14) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other club business will be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

**ARTICLE IV**

**Board Meetings**

**SECTION 1.** *Board Meetings.* The first meeting of the newly elected board shall be held on June 1st.Other meetings of the board of directors shall be held by methods designated by the board. Written notice of each such meeting shall be sent by the Secretary to each member of the board at least fourteen (14) days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.Non-voting members do not count towards the determination of a quorum.

SECTION 2. Board Business. The board may also conduct business by telephone conference or video conference or by any other methods in accordance with State Law. Items voted upon by any method other than “in-person” meetings must be confirmed in writing by the Secretary within seven days.

**ARTICLE V**

**Directors and Officers**

**SECTION 1.** *Board of Directors.* The board shall be comprised of the officers and 5 directors, all of whom shall be members in good standing who are residents of the United States, and all of whom shall be elected for two (2) year terms and shall serve until their successors are elected. Terms shall begin on June first. General management of the club's affairs shall be entrusted to the board of directors. Due to the potential for a conflict of interest, board members shall not serve as a board member with other organizations that are Parent Clubs for other Chinook registries. Board members shall be required to sign and adhere to a Code of Conduct Agreement.

b) *Voting.* No voting board member shall hold more than one position on the board unless

appointed temporarily due to vacancy. Only one vote may be cast, regardless of the number of

positions held.

c) *Termination.* A vote to involuntarily terminate a board member from their position may be initiated  by the Board and achieved by a majority vote of 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. To be eligible for an officer position, a member must have been a voting member in good standing in the club for a minimum of two years, and be an owner of a purebred Chinook. Officers may serve on committees.

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. The President shall not vote on matters before the board unless there is a tie. The President shall supervise all Club business including Committees and appointed officials and be responsible for apprising the board on a monthly basis.

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. The Vice-president shall have such powers and duties as assigned by the board of directors or by the President with the board’s consent. It shall be the Vice President’s responsibility to insure that all club and board meetings are conducted in accordance with the bylaws. The Vice-president shall be responsible for the following: supervising all club votes in accordance with Article VI & IX, overseeing all disciplinary procedures as outlined in Article VIII,

overseeing and organizing elections and submitting all records of elections and disciplinary

proceedings to the Secretary for the club record. The Vice President shall provide a monthly report to the board.

c) The Secretary shall keep, maintain, and organize a record of all meetings of the club and the board, all

votes taken by any means and all matters of which a record shall be ordered by the club; shall have

charge of club correspondence, receive application for membership, notify new members of their acceptance to membership, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year. A Secretary’s report shall be provided to the board monthly. A synopsis of ongoing board business compiled on a monthly basis and including board discussions and motions for voting with results shall be posted to the official club publication. The Secretary shall carry out such other duties as are prescribed in these Bylaws or at the direction of the board. The board may appoint a Membership Secretary and an Archivist to assist the Secretary.

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 financial report shall be given to the board monthly to the condition of the club’s finances and every item of receipt or payment notbefore reported; and at the beginning of each fiscal year an accounting shall be rendered of all moneys received and expended during the previous fiscal year. If the board requires bonding, the Treasurer shall be bonded in such amount as the board of directors shall determine. Members in arrears to the club for monies other than dues shall be listed in the Treasurer's report for any debt over 60 days. After 90 days if the debt remains unpaid, the member  becomes a member not in good standing until such time as payment has been made in full.

e) The offices of Secretary and Treasurer may be held by the same person, in which case this person is entitled to only one (1) vote.

f) AKC Delegate. Among other duties, the Delegate shall report to the Club all actions and matters discussed at AKC’s Quarterly Delegate Meetings and shall vote in accordance with the best interests of CCA and, as instructed by the board of directors. The Delegate position shall be that of a nonvoting board member. The Delegate shall be appointed by the board of directors for a 2 year term with an unlimited number of terms permitted.

**SECTION 3.**  *Directors.* There shall be 5 directors who shall serve until their successors take office. Each director shall have responsibility for overseeing a standing committee. Those committees shall include but are not limited to: Show & Trial, Judges Education, Health & Genetics, and Publicity. The fifth Director shall be a Director at large and will serve where needed.

**SECTION** 4. *Vacancies*. Vacancies occurring on the board during the year shall be for the remainder of the position’s term by a majority vote of the board. A vacancy in the office of President shall automatically be filled by the Vice-president for the remainder of the term. A vacating board member shall turn over to his successor all properties and records relating to that position within 30 days after the election or vacating of position. In the event of a vacancy of the AKC Delegate, the club must apply to the office of the AKC Executive Secretary for approval of Delegate credentials.

**ARTICLE VI**

The Club’s Fiscal Year, Voting, Nominations, Elections, Official Year

**SECTION 1.** The Fiscal Year.The club's fiscal year shall begin on the first day of January and end on the last day of December.

**SECTION 2.** Voting. Each member in good standing whose dues are paid for the current year and are not currently in debt to the club shall be entitled to one vote at any meeting or special meeting of the club at which the member is present. The annual election of officers, directors, amendments to the constitution and bylaws, standard for the breed shall be decided by secret ballot conducted in any manner provided for by the laws of the state of Connecticut or by electronic balloting by an independent third party in accordance with state law and AKC policy. Proxy voting will not be permitted at any club meeting or election. The board of directors may decide to submit other specific questions for decision of the members.

**SECTION 3.**Nominations and Ballots.No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A nominating committee shall be chosen by the board of directors on or before December 15th. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current board of directors. The board shall name a chairman for the committee and it shall be that person’s duties to call a committee meeting, which shall be held on or before January 1. The Nominating Committee may conduct its business by mail, email, telephone, or other electronic means.

a) The Nominating Committee shall nominate from among the eligible members of the club, at least one

candidate for each expiring office and position on the Board and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary, who shall send the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before February 15th., so that additional nominations may be made by the members if they so desire.

b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before March 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one elected position with the exception of the position of Secretary and Treasurer, should the positions be combined. The Secretary shall immediately send the list of nominees to the Vice President. If the Vice President is an opposed candidate in the election and the board does not utilize an independent professional firm, the board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership, and receive ballots for tabulation. c) If one or more valid additional nominations are received on or before April 1st, the Vice President (or an independent third party designated by the board) shall, on or before April 15th, send to each member in good standing a secret ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside together with a blank envelope, marked “BALLOT” and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Vice President (or designated independent third party). The second envelope, addressed to the Vice President, must be received on or before May1st.  When received, the returns shall be checked against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be in a club wide notice on or before May 15th.

d) Ballots must be received by the Vice President (or independent third party) no later than May 1st. Ballots received after May1st. will not be counted.

e) Nominations cannot be made in any manner other than as provided

above.

**SECTION 4.** AnnualElection. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. Election of board positions shall be staggered in alternating years. In even numbered years the following board members shall be elected: President, Treasurer and three directors. In odd years the following boardmembers shall be elected: Vice-President, Secretary and the other two directors. If no valid additional nominees are received on or before April 1st, the Nominating Committee’s slate shall be declared elected and no balloting will be required. Any uncontested position shall be automatically elected.

**SECTION 5.** Club’s Official Year. The club’s Official Year shall begin on June 1st, when the elected Officers and Directors shall take office and shall continue to May 31st.

 **ARTICLE VII**

**Committees**

**SECTION 1.** The board shall appoint standing committees to advance the work of the club in such matters as dog shows and trials, Judges Education, Health and Genetics, Publicity and other areas which may be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may be appointed by the board to aid it on particular projects and shall be considered temporary.

**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 VIII**

**Discipline**

**SECTION 1.** American Kennel Club Suspension**.** Any member who is suspended from any

of the privileges of The American Kennel Club or any breed club shall be suspended from the privileges of Chinook Club of America for a like period.

**SECTION 2.** Charges.Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the club and/or the Chinook breed. Written notarized charges containing specific facts signed under oath must be filed in duplicate with the Vice-president together with a deposit of $100.00, which shall be forfeited if such charges are not sustained or entertained by the Board. Within ten days of receipt, the Vice President shall send a copy of the charges to each member of the board. 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 and/or the Chinook breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club and/or the Chinook breed, 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 weeks thereafter. The Vice President shall promptly send one copy of the charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer. Provided all parties are in agreement, and consent in writing, appearance may be by teleconference or videoconference.

**SECTION 3.** Board Hearing.If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The board or the board’s appointed committee shall have complete authority to decide whether counsel may attend a hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the board or board’s appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, the Board or the board’s appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the board or board’s appointed committee has reached a decision, its findings 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 or the board’s appointed committee’s decision and penalty, if any.

**SECTION 4.** Expulsion*.*The members shall vote by secret ballot, in person or by electronic means, on the proposed expulsion. A 2/3 vote of those voting shall be necessary for expulsion. If expulsion is not so voted, the Board’s suspension shall stand.

**ARTICLE IX**

**Amendments**

**SECTION 1.** Amendments to the constitution and bylaws or breed standard may be proposed by the board or by written petition addressed to the Secretary and signed by 20% of the membership in good standing. Amendments to the bylaws proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with the recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

**SECTION 2.** The Constitution and Bylaws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Vice-president to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures described in Article VI, Section 3(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice sent to each member with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Vice-president to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment. Non-substantive changes to the bylaws such as grammar, punctuation, spelling and article and section referenced, may be effected by a 2/3 majority vote of the board.

**SECTION 3.** No amendment to the constitution bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

**ARTICLE X**

**Dissolution**

**SECTION 1.** The club may be dissolved at any time by the written consent of not less than 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 unless otherwise prohibited by State Law.

**ARTICLE XI**

**Order of Business**

**SECTION 1.** At meetings of the club, the order of business, as 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 Vice-president

Report of Secretary

Report of Treasurer

Reports of committees

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:

Roll Call

Minutes of last meeting

Report of President

Report of Vice-president

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

New business

Adjournment

**ARTICLE XII**

**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.