

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 **Federation is to protect responsible dog ownership, monitor and promote reasonable animal/dog legislation.**

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 and the Board 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.

- a. Regular Membership is open to any AKC or UKC licensed or member Colorado dog club. Regular Members shall designate one delegate and an alternate delegate who will act as liaison between the member club and the Federation, and may attend and vote at any of the general meetings.
- b. Associate non-voting membership is offered to individuals.

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 by October 31st. Dues shall be payable annually by the member clubs and associate members. Annual dues are due and payable on January 1st, and must be received by the treasurer for the Federation no later than March 31st. New membership applications received after October 1st shall pay dues that will be good through the following year.

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.

a. Regular Membership: Prospective Club Members shall submit the dues payment for the current year and provide the name of a delegate and an alternate delegate with current contact information. Annually, Club Members shall provide updated delegate and alternate delegate information.

b. Associate Non-voting Members: Members shall submit their application which includes two sponsors, background history and reasons for wanting to join.

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 **for cause** as provided in Article VI of the By-Laws
- c. By lapse of dues. Clubs whose dues remain unpaid after **March 31st** shall automatically be dropped from membership.

ARTICLE II. MEETINGS AND VOTING

Section 1. General Meetings.

The Annual Meeting shall be held each year **in February, with a semi-annual meeting to be held after completion of the legislative session in May**, at such hour and place as may be designated by the Board of Directors. Notice of the meeting shall be by mail or electronic email, 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 **or** 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. Such meetings shall be held every 4-6 weeks during the legislative sessions from January through April, and at least quarterly thereafter. Notice of a meeting shall be sent in writing, **by electronic email and posted to the website**, by the Secretary 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, **or** shall be called by the Secretary upon receipt of a Petition signed by two Delegates from member clubs in good standing. Notice of such meeting shall be sent by mail or electronic email by the Secretary at least 10 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 or email request signed or sent 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 serve as the accredited representatives of each member organization at the pleasure of the Federation Board or 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, general meeting or Special Meeting of the Federation.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and **five (5) Directors at Large**, all of whom shall be in good standing and who will serve for two years, as provided in ARTICLE IV. **One-half of the board shall be elected each year for a two year term. On even numbered years the President, Treasurer and one at-large board member shall be voted upon. On odd numbered years the Vice-President, Secretary, and two at-large board members will be voted upon.**

Example:

- a. **At the February, 2009 annual general meeting the following positions shall be voted upon: Vice President, Secretary, filling of the vacated Board position for two years and the re-election of one current board member. In addition, due to the expansion of the Board, two additional board members will be added, one for a one-year term, the other for a two-year term.**
- b. **At the February, 2010 annual, general meeting the following board positions shall be voted upon: President, Treasurer, and one at-large board member.**

All Board members shall be elected to two-year terms as provided in ARTICLE IV and shall serve until their successors are elected or at the pleasure of the Board. 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.

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, and 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. The Treasurer shall prepare and mail out annual dues notices after the October 31st meeting to set the dues. 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. The Federation's Fiscal Year shall coincide with the Federation's Official Year. The elected Officers and Directors shall take office following their election at the February Annual meeting. 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 or electronically emailed to each Delegate, and **shall be posted to the Club website.**

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 September 1st. This committee shall consist of two 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 September. The Nominating Committee may conduct its business by telephone or electronic email.

- 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 October 1st. The Secretary shall mail the list to each Delegate to the Federation on or before October 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 November 1st, signed by the Delegates from two 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 December 1st, notify the Delegates in writing of any additional nominations. The notification shall be mailed along with the notification of the Annual Meeting.
- d. **Open nominations may be made from the floor and seconded, at the annual meeting held in February, with acceptance by the nominee who is present at the meeting, with the approval of the members present.**

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 two (2) Delegates, **one of whom may be a board member**, 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. At any time, the Board of Directors may order an outside audit of the books.

ARTICLE VI. MEMBER MISCONDUCT

Section 1. Conduct by a Member Club, Associate Member, Board Member, Delegates or Alternates.

Membership shall be terminated for any conduct by a member, member club, board member, delegate or alternate who is deemed detrimental to the Federation. Any charges must be submitted to the Board. The Board shall conduct a hearing at a special meeting. If the Board finds the charges to be valid, **the member will be terminated**

Termination of membership may be found for (but not limited to) the following infractions:

1. Actions that reflect negatively on the Federation and/or its work.
2. Independently representing their own views as those of the Federation.
3. Sending letters or emails or any other transmissions purporting to have Federation approval, whether direct or implied, which is not within the scope of the office held.
4. Denigrating the Federation at any time or place.
5. A Board of Director missing two or more meetings without cause or notice.
6. AKC Sanctions: Any member or delegate, suspended or not in good standing with AKC or UKC, **must notify the Secretary of the CFDC in writing within 30 days, and is subject** to automatic termination.

Member clubs shall have the option of withdrawing a Delegate upon notification of the problem and naming a replacement; or replacing the Delegate upon the Delegates termination by the Federation Board.

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.