

CONSTITUTION AND BYLAWS
OF THE
CHICAGOLAND DALMATIAN CLUB

CONSTITUTION

NAME

The name of this Club shall be the CHICAGOLAND DALMATIAN CLUB, hereafter referred to as “CDC.”

PURPOSES

The purposes of this Club shall be:

- A. To promote the advancement of purebred Dalmatians as defined by the American Kennel Club (“AKC”) standards, including the dissemination of information regarding Dalmatians;
- B. To encourage and sponsor dog shows, exhibitions, matches, obedience trials and performance events, according to AKC rules;
- C. To protect the interests of the breed in accordance with the Chicagoland Dalmatian Club’s Code of Ethics.

The Chicagoland Dalmatian Club has no goal of pecuniary profit or financial gain. No part of the assets, income, profit or net earnings of the CDC shall be distributed to, or inure to the benefit of, its members, directors or officers, except to the extent permitted under the General Corporation act of 1986, as amended, of the State of Illinois.

BYLAWS

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

TERM

The club shall continue in existence until the members of the Club shall vote to dissolve it, pursuant to the provisions of the Bylaws.

BYLAWS
OF THE
CHICAGOLAND DALMATIAN CLUB
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ARTICLE I

MEMBERSHIP

Section 1.1 Membership Requirements. Any person, in good standing with the American Kennel Club who, at the time of application for membership, is an owner or co-owner of a Dalmatian, or a member of an owner's immediate family, may become a member of this Club. While membership is to be unrestricted as to residence, its primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 1.2 Classes of Membership. There shall be three classes of membership:

- A. Regular Members
- B. Charter Members
- C. Honorary Members

Section 1.3 Regular Members. A person may be elected a regular member upon compliance with all of the following:

- A. Proposal by a member, by written application to the Membership Chairman; such application shall furnish information required by the Board of Directors and shall set forth the name and address of each applicant;
- B. Support by one other member;
- C. Publication of the proposed member names in the Spot News one month prior to being presented to the Board for approval; this shall be a thirty (30) day period during which suitable investigation may be made and, if warranted, recommendation for denial of membership made.
- D. Approval by the unanimous vote of the Board of Directors at a meeting of the Board of Directors.

Section 1.4 Honorary Members. A person may be elected an honorary member upon compliance with the following:

- A. Proposal by a member, by written recommendation to the Membership Chairman; such recommendation shall furnish information required by the Board of Directors which would justify the conferral of honorary membership;

- B. Support by one other member;
- C. Approval by the unanimous vote of the Board of Directors at a meeting of the Board of Directors.
- D. Any member who has been an active member of CDC for a period of forty (40) years, shall be given honorary status. The member's spouse, if any, will also be given honorary status.
- E. Ratification of status shall be made by a majority of the members at a regular monthly meeting.

Section 1.5 Charter Members. Those who were original founding members of CDC.

Section 1.6 Honorary and Charter members have all membership privileges of regular members. They do not pay membership dues.

Section 1.7 Applicants for membership who have been rejected by the CDC may not reapply for membership within six months after such rejection.

Section 1.8 Voting Rights and Privileges.

- A. Any member in good standing may vote on any general business, except as noted, that shall be presented at a general business meeting.
- B. Any member in good standing who is at least eighteen (18) years of age and who has attended three (3) regular business meetings within the preceding twelve (12) month period, shall be entitled to vote for officers, directors and in disciplinary matters.
- C. There shall be no proxy voting.

Section 1.9 Disciplinary Action. A member may be suspended, expelled, or otherwise disciplined for misconduct prejudicial to the breed according to AKC and/or CDC bylaws and the CDC Code of Ethics and Guidelines. Such suspension, expulsion, or discipline shall be by a two-thirds (2/3) majority vote of the full Board of Directors, which must be ratified by a two-thirds (2/3) majority vote of the attending membership entitled to vote on such matters, provided that a written statement of the charges shall have been delivered, with a return receipt, to the member at least fifteen (15) days before final action is taken. This statement shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to take action. The member shall be given an opportunity to answer or defend himself at the time and place given in the notice.

ARTICLE II

DUES

Section 2.1 Payment of Dues. The annual membership dues shall be determined by a majority vote of the Board of Directors and shall be ratified by a majority vote of the general membership present at a regular meeting, provided that written notice of the proposal shall have been published in the Spot News not less than thirty (30) days before the vote is to be taken. Dues shall be payable on or before the 1st day of January.

An applicant elected to membership after June 1 will have the amount paid for dues applicable to the following calendar year.

Section 2.2 Delinquent Dues. Members who fail to pay their dues within four (4) weeks of the time they become due shall be considered members not in good standing and after three months following the due date shall be dropped from the membership rolls. Such delinquent members shall thereupon forfeit all rights and privileges of membership and must reapply for membership.

ARTICLE III

MEETINGS

Section 3.1 Regular Business Meetings. There shall be business meetings of the Club held bimonthly at the designated meeting place in the greater Chicago area.

- A. Notice shall be mailed at least ten (10) days prior to such meeting and shall set forth the place, date, and time of the meeting.
- B. The Board of Directors, by a two-thirds vote, may, at its discretion, change the date of a regular meeting or cancel such meeting.
- C. No more than two (2) regular meetings may be cancelled in any fiscal year.
- D. Notice of meeting changes shall be given in the usual manner, as stated in A. above.

Section 3.2 Special Meetings. A special meeting of the Club may be called by the President, or shall be called by the President upon written request of five (5) members of the Club. Notice of any special meeting shall be given in the same manner as for the regular meeting. No business other than that specified in the call of the meeting shall be transacted at any special meeting.

Section 3.3 Quorum. Twelve (12) members shall constitute a quorum at any business meeting of the Club.

Section 3.4 Order of Business. The order of business at all meetings of the Club and of the Board of Directors shall be as follows:

- A. Opening of meeting
- B. Approval of minutes
- C. Reports of officers and committees
- D. Elections to fill vacancies for officers, directors, judges, etc.
- E. Unfinished business
- F. New business

This order of business may be altered at any meeting by a majority vote of the membership in attendance.

ARTICLE IV

OFFICERS

Section 4.1 Officers. The officers of this club shall be a President, Vice President, Secretary and Treasurer.

Section 4.2 Election of Officers. The officers shall be elected at a meeting designated for that purpose for the following fiscal year or until their successors shall be duly elected. The President may serve a maximum of two successive years in any three-year period.

Section 4.3 Vacancies. When a vacancy occurs, a successor shall be elected at the next general business meeting by members present who are entitled to vote for officers. The successor shall serve until the next regular election.

Section 4.4 Eligibility. No member shall be eligible for the office of President or Vice President unless he/she has been an officer or member of the Board of Directors for at least one year.

Section 4.5 President. The President shall be the Chief Executive Officer of the CDC. He/She shall preside at all meetings of the Club and of the Board of Directors. He/She shall execute all instruments and documents on behalf of the CDC. He/She shall appoint a Parliamentarian. He/She shall appoint all committees, with approval of the Board of Directors, unless otherwise provided in these Bylaws or unless the membership, by vote, in requesting the appointment of a committee shall specifically set forth the manner of its selection. He/She shall be an ex-officio member, without vote, of all committees except Nominations.

- Section 4.6 Vice-President. The Vice-President shall perform the duties of the President in the absence or incapacity of the President or when the office becomes vacant, and shall assist the President in the performance of his/her duties.
- Section 4.7. Secretary. The Secretary shall keep the minutes of all the proceedings of the Club and of the Board of Directors. The Secretary shall keep the Policy Manual of the Club, such manual to be audited annually by at least two members of the Board of Directors. The Secretary shall issue notices of all meetings; shall have charge of the Club's correspondence; shall advise members of their election to office, appointment to committees, election to directorships.
- Section 4.8 Treasurer. The Treasurer shall receive all monies paid to the Club; shall make such disbursements as are authorized by the Club; shall keep a record of the membership of the Club; shall mail notices for annual dues at least forty-five (45) days in advance of due date; shall keep an itemized account of all funds received and expended; shall render a written report of all receipts and disbursements at the meetings of the Board of Directors and of the members; shall prepare an annual statement at the end of the fiscal year, such statement to be audited by at least two members of the Board and one other member; shall deposit the funds of the Club in a bank designated by the Treasurer, in an account in the name of the Club; shall file any documents deemed necessary by the Internal Revenue Service and the State of Illinois.
- Section 4.9 Removal of Officers. Any officer may be removed for cause at any time by a two-thirds majority vote of the Club membership in attendance at any special meeting called for that purpose.

ARTICLE V

BOARD OF DIRECTORS

- Section 5.1 Number. The affairs, business, government, and management of the Club shall be invested in a Board of Directors, consisting of six (6) directors and the officers of the Club. A Director Emeritus may be appointed at the discretion of the President, with unanimous Board approval, the term to be for an indefinite length of time. The total number of Directors Emeritus may not exceed one for every three hundred members. The Director Emeritus shall have no voting privileges at Board Meetings. The immediate past president shall be a member of the Board of Directors for the term of one year immediately following his/her term, but shall have no voting privileges at Board Meetings.

- Section 5.2. Election. Each candidate for director must have been a member for a minimum of twelve (12) months and have participated on a committee prior to election. Three (3) of the directors shall be elected at each designated election meeting for a term of two years.
- Section 5.3. Vacancies. When a vacancy occurs, a successor shall be appointed by the president and shall serve until the next regular election.
- Section 5.4. Powers and Duties. The Board of Directors shall have the power and duty to:
- A. Supervise the affairs of the Club and plan and promote measures for its growth.
 - B. Admit, suspend, or expel members.
 - C. Set the time and place of the regular meetings of the Club.
 - D. Report to the Club the business transacted by the Board at the preceding Board meeting.
 - E. Interpret the Constitution, Bylaws, ethical guidelines and policies of the Club.
 - F. Transact any general business of the Club not otherwise provided for in these Bylaws.
 - G. Act on items occurring between meetings which cannot be postponed until the next regular meeting.
- Section 5.5. Committee Service. Each Director shall continue to participate on at least one committee for the entire term of office.
- Section 5.6. Meetings. The Board of Directors shall meet at least six times a year. Such meetings shall be called by the President. Additional meetings may be called by the President or by three (3) or more members of the Board, upon written request to the ~~Corresponding~~ Secretary. Notice of any Directors' meeting must be received by each Director at least five (5) days prior to the date of the meeting.
- Section 5.7. Quorum. Six (6) voting members of the Board of Directors shall constitute a quorum at all meetings thereof.

Section 5.8. Removal of Directors. Any Director may be removed for cause at any time by a two-thirds majority vote of the Club membership in attendance at any special meeting called for that purpose. A Director who misses three consecutive Board meetings may be removed by a two-thirds majority vote of the remaining Directors and Officers.

ARTICLE VI

COMMITTEES

Section 6.1. Appointment. The President shall appoint all Committee Chairmen, with the approval of the Board of Directors.

Section 6.2. Committees.

A. There shall be the following Standing Committees:

Show, Trophy, Membership, Public Relations, Obedience, Spot News, Dalmatian Research, and Fun Match.

B. There shall be the following Special Committees:

Ways and Means, Social, Program, Historian, Nominations, DCA/Regional Council, Pedigree Book, Plaques, Dal Demonstration, Hospitality, Holiday Party, and Judges' Education.

C. There shall be any such other ad hoc committees as the President and Board of Directors deem necessary.

D. These committees may be disbanded or suspended at any time upon the approval of the President and the Board of Directors without any further amendment to these Bylaws.

Section 6.3. Membership. Committee chairmen may select Club members to assist in their duties, as needed.

Section 6.4. Quorum. A majority of any committee of the Club shall constitute a quorum at any meeting thereof.

ARTICLE VII

FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

All meetings of the Club shall be conducted in accordance with the most recent edition of *Robert's Rules of Order, Newly Revised*, unless otherwise specified in the Constitution or Bylaws.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the members present at a regular meeting of the Club, provided that the proposed amendments shall have been forwarded to the Secretary and printed in the Spot News or sent to all members at least thirty (30) days prior to the meeting. If notice of the proposed amendment or repeal is not sent to the membership as provided herein, such amendment or repeal shall be automatically tabled until the next regular meeting, and it shall immediately become the duty of the President to give such notice in accordance with the provisions of this Article.

ARTICLE X

DISSOLUTION

Dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary, may occur after a three-fourths majority vote of the membership of the Club on a mail ballot, to be returned and counted at a meeting duly called for that purpose. The Club may be dissolved after payment of all debts and liabilities of the Club; its property and assets, if any, shall be donated to the Dalmatian Club of America Research Foundation or to any other corporation exclusively organized for the same purposes as the Chicagoland Dalmatian Club.

Revised, March 2011