

**RESTATED AND AMENDED  
CONSTITUTION AND BYLAWS OF  
THE NORTH CENTRAL ILLINOIS PEKINGESE CLUB, INC.**

*(Originally Adopted on January 23, 1967 and as Amended to June 15, 2013)*

**CONSTITUTION**

**Article I  
NAME AND OBJECTS**

**SECTION 1.** The name of the Club shall be The North Central Illinois Pekingese Club, Inc.

**SECTION 2.** The objects of the Club shall be:

- A. To encourage and promote quality in the breeding of purebred Pekingese 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 Pekingese shall be judged.
- C. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and/or obedience trials.
- D. To conduct sanctioned and licensed specialty shows under the rules and regulations of the American Kennel Club.

**SECTION 3.** 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 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 I  
MEMBERSHIP**

**SECTION 1. ELIGIBILITY:** While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the area served by the Club. 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 this Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, address, phone number and email address of each applicant, as well as any other pertinent information the Board deems necessary, and it shall carry the endorsement of two (2) members in good standing who have been members for at least one (1) year. No member shall endorse more than two (2) applications per year. All applications are to be filed with the Secretary and shall be accompanied by dues payment (\$7.50) for the current year.

All persons who wish to become members of the Club will initially be accepted to Associate membership after an affirmative vote by a majority of the Board. There are four types of membership open to all persons who are eighteen (18) years of age and older. The first two are open to members after one year of Associate status.

- A. **Active membership** is open to all persons who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club and who wish to be fully involved members of the Club. Active members may vote and hold office. An Active member may change to an Associate member at any time. Any dues paid will not be refunded. Upon the next fiscal year, the member will pay the dues for the Associate membership.
- B. **Associate membership** is open to all persons who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club and who, while wishing to have up-to-date information on the breed, may be unable to be active, participating members. Associate Members may not vote or hold office in the Club and shall not count toward the quorum. Associate Members may attend members' meetings and will receive the Club minutes.
- C. **Life Membership.** Life members shall enjoy all the privileges of membership in the Club and shall be free from payment of dues. Life Membership shall be awarded to those persons who have been Active or Associate

Members for a minimum of twenty (20) years. Life Membership shall be conferred upon the member at the Club summer specialty show.

- D. Emeritus Membership.** Emeritus Members are elected (with their permission) from those members having Life Membership. Emeritus Members shall enjoy all the privileges of membership in the Club except for the right to vote or hold office. They shall be free from payment of dues. Any Active member of the Club may submit (to any Club officer) a nomination to transfer a Life Member to Emeritus Member. Provided the nominee accepts said nomination, a vote shall be taken from the active membership present at the next Club meeting. If the majority of votes are affirmative, Emeritus Membership status shall be then be conferred.

**SECTION 2. DUES:** Membership dues shall be no more than twenty dollars (\$20.00) per year as determined by action of the Board of Directors and confirmed by a 2/3 majority of the members in good standing present and voting at a membership meeting. Membership dues should be paid no later than thirty (30) days after the first day of the Club's fiscal year. Any new membership dues submitted from October 1<sup>st</sup> through December 31<sup>st</sup> shall be considered to be effective immediately and throughout the following year. No member may vote whose dues are not paid for the current year. In the months of November through February, in correspondence sent to each member, the Secretary shall include a notice that dues for the ensuing year must be sent to the Treasurer. This notice shall include the name and address of the Treasurer, the amount due for each type of membership requiring dues, and that checks should be made out to "NCIPC."

- A. Active Membership: Those members shall pay full dues and enjoy full membership privileges.
- B. Associate Membership: Those members shall pay half the amount of dues that an Active Member pays and shall not count in the quorum, hold office or have voting privileges.
- C. A member who has allowed his/her membership to lapse may, **upon approval of the Board of Directors**, be reinstated by paying his/her current dues.

**SECTION 3. ELECTION TO MEMBERSHIP:** After having been an Associate Member for one (1) year, the applicant will notify the Club of which membership he would like: Associate or Active. Two readings shall be held for each applicant at the first and second Club meeting following the receipt of this notification. If the application is for Active Membership, the applicant is to be present at both of these meetings. If the applicant wishes to remain an Associate member, he need not attend the meetings. At the second Club meeting, the application will be voted upon. Affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply until at least six (6) months have elapsed since rejection. Life members and Emeritus Members are selected from among eligible (as defined in Article I, Section 1, A. and B.) existing Club members.

**SECTION 4. TERMINATION OF MEMBERSHIP:** Members 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- B. By lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the Club year. However, the Board of Directors may grant an additional grace period of thirty (30) days to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to vote at any Club meeting.
- C. By expulsion: A membership may be terminated by expulsion as provided in Article VI of these Bylaws. Any member, whose membership is terminated, no matter what the reason, shall return to the Club any Club papers (i.e. registered agents' papers, bank accounts, etc.) within thirty (30) days from such termination. Club moneys or registered agent status must be maintained by a Club member unless there is a special dispensation by the Board of Directors.

## **Article II**

### **MEETING AND VOTING**

**SECTION 1. CLUB MEETING:** Meetings of the Club will be scheduled every other month at such time and place as designated by the Board of Directors. Holidays and other circumstances may warrant some modification to the schedule. Written notice of each such meeting shall be mailed to the entire membership by the Secretary at least ten (10) days prior to the date of the meeting. Meetings shall be held in the area served by the Club. The quorum for meetings shall be twenty percent (20%) of the active 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 of Directors who are present and voting at any regular or special meeting of the Board, or 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 area served by the Club and at such hour and place as may be designated by the person or person authorized herein to call such meetings. Written notice of such a meeting shall be mailed to the entire membership by the Secretary at least ten (10) days and not more than twenty (20) 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 percent (20%) of the members in good standing.

**SECTION 3. BOARD MEETINGS:** Meetings of the Board of Directors may be held each month in the area served by the Club or by teleconference at such hour and place as may be designated by the President. Written notice of such meeting shall be mailed to all Board members and Officers by the Secretary at least ten (10) 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 or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board of Directors. Such special meetings shall be held in the area served by the Club or by teleconference at such hour and place as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed to all Board members and Officers by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other Club business shall be transacted thereat. The quorum for such meeting shall be seventy-five percent (75%) of the Board.

**SECTION 5. VOTING:** Each active member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he is present. 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 President, Vice-President, Secretary, Treasurer and other elected Directors as needed to manage the club's activities. All such individuals shall be members in good standing. The Officers shall be elected for one (1) 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. At the expiration of their terms of office, the Officers and Board members shall turn over to their successors all Club property, records, correspondence, minutes, master sets of Bylaws, Amendments and funds entrusted to their care within thirty (30) days of the Club's annual meeting.

- A. **PRESIDENT:** 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.
  - 1. The President shall conduct all membership and Board meetings according to the principles of Robert's Rules of Order.
  - 2. The President shall only vote in case of a tie at membership or Board meetings at which time his vote shall be the deciding vote.
  - 3. If it is so decided by either a membership vote at a regular meeting or by a Board vote at a Board meeting, the President shall call for secret ballot at any regular, special or Board meeting.
  - 4. The President shall keep a book containing the Corporate Charter, Bylaws, Amendments and other adopted Standing Rules, and shall be an Ex-Officio member of all committees.
- B. **VICE-PRESIDENT:** The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, incapacity, resignation or removal.
  - 1. The Vice-President shall keep a book which shall be a duplicate of the President's book and shall be responsible for keeping such book current and up to date.
- C. **SECRETARY:** 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. Minutes of each meeting of the Club and of the Board shall be delivered to each member at least ten (10) days prior to the next scheduled meeting. He/she shall have charge of the correspondence, notify all 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, telephone numbers and email addresses and carry out such other duties as prescribed in these Constitution and Bylaws.
  - 1. The Board may appoint a member in good standing to assist as Corresponding Secretary. Said Corresponding Secretary would also sit as an Ex-Officio member of the Board of Directors.
  - 2. The Secretary shall keep a book in which the Bylaws and other adopted Standing Rules shall be written and such book shall contain copies of all Minutes of meetings.
- D. **TREASURER:** The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt therefore. He/she shall deposit the same in a bank recommended by the Board, in the name of the Club. Both

the Treasurer's and President's signatures shall be on all Club accounts so that either officer may conduct the financial business of the Club. The Treasurer shall maintain a ledger which at all times shall be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At every membership meeting, the Treasurer will give the Secretary a written report for inclusion in the minutes, and render a verbal report of the summary of the Club's finances. The Treasurer shall pay "routine" bills as they come in, but shall wait for Club approval on all unusual bills. At the annual meeting of the Club, the Treasurer shall render an account both verbally and in writing of all moneys received and expended during the previous year.

- E. No more than two (2) members of the same household may hold office during the same terms. Directors shall be elected as follows: The first year this Revised Constitution is in effect, the Club shall elect one half the total number of directors for one (1) year terms and the remaining Directors shall be elected for two (2) year terms so that one half of the elected Directors will always hold over from one year to another. The out-going President shall serve as an additional, non-elected Board Member until there is a new out-going President to replace him or her.

**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 all the remaining 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 by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

**SECTION 4. ATTENDANCE:** Non-performance of duties by an Officer or Board member shall constitute grounds for removal from office. Officers who will be absent from meetings should notify the presiding Officer either personally, by telephone, or in writing.

#### **Article IV**

#### **The CLUB YEAR, ANNUAL MEETING, ELECTIONS**

**SECTION 1. CLUB YEAR:** The Club's fiscal year shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December. The Club's official year shall begin immediately at the conclusion of the election of officers and shall continue through the next annual election at the next annual meeting.

**SECTION 2. ANNUAL MEETING:** The annual meeting shall be held in conjunction with one of our specialties at which time Directors and Officers for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. In the event that more than one member has been nominated for any given office, the vote shall be by secret, written ballot. Newly elected Directors and Officers shall take office immediately upon the conclusion of the election and each retiring Officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after election.

**SECTION 3. ELECTIONS:** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two (2) nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected. In the event of a tie for any office, the two (2) candidates receiving the greatest number of votes shall again be voted upon. If the tie cannot be broken in this manner, refer to Article III, Section 2A2.

**SECTION 4. NOMINATIONS:** No person may be a candidate in a Club election who has not been nominated. 60 days before the annual meeting, the Board shall select a Nominating Committee consisting of three (3) members, one (1) of whom shall be designated chairman. They will immediately be notified of their selection.

- A. The Nominating Committee will nominate one (1) candidate for each office and two (2) candidates for the two (2) expiring board terms. After securing the consent of each person so nominated, the Committee shall report their nominations to the Board at least 30 days before the annual meeting.
- B. Additional nominations may be made at the next Club meeting or Board meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall have received his written or verbal permission to be nominated prior to the meeting. No person may be a candidate for more than one (1) office, and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee.

- C. Upon receipt of the Nominating Committee's report, the Secretary shall include the slate of nominations in the minutes and the Board Report to be delivered to each Club member.
- D. Nominations cannot be made at the annual meeting or in any other manner than as provided in this Section.

## **Article V** **COMMITTEES**

**SECTION 1. STANDING COMMITTEES:** The Board may each year appoint standing committees to advance the work of the Club in such matters as Dog Shows, Trophies, Annual Prizes, Membership and other fields which may well be served by committees. The actions and decisions of such committees shall always be subject to the final authority of the membership.

**SECTION 2. SPECIAL COMMITTEES:** Special committees may also be appointed for specific projects or events by the Board or by the President at a membership meeting with the approval of the majority of the members present.

**SECTION 3. APPOINTMENT 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 service has been terminated. A member may appeal his termination to the full membership at the membership meeting following this notification. This appeal shall be resolved by a majority vote.

**SECTION 4. ADDITIONAL MEMBERS:** The Chairman may appoint additional Committee Members on an ex-officio basis. They shall become full members of the committee when approved at a membership meeting either through separate vote or by acceptance of the committee's report.

**SECTION 5. CHAIRMANSHIP:** The President shall serve as Chairman of a committee if a Chairman has not been appointed when the committee is formed and shall serve until the committee elects its own Chairman.

**SECTION 6. TERMINATION:** Any committees will be terminated when they have submitted their final report.

## **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 and any member who is expelled from the American Kennel Club is automatically expelled from the Club.

**SECTION 2. CHARGES:** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specification must be filed in duplicate with the Secretary together with a deposit of Fifty Dollars (\$50.00), which shall be forfeited if such charges are not sustained or if the Board decides such charges are frivolous. 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 of not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges 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/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 hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, vote to censure or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If the Board deems that punishment to be insufficient, it may also recommend to the membership that the penalty be expulsion. In such a 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 findings shall be put in written form and filed with the Secretary. The Secretary in turn shall notify each of the parties of the decision and penalty, if any. Both the complainant and the defendant shall have the right to appeal the Board's decision at the first membership meeting after the hearing. The Board's decision may be reversed by a 2/3 vote of the members present.

**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 recommendation of the Board 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

**SECTION 5. REMOVAL OF AN OFFICER:** An Officer of the Club may be removed from office for malfeasance, misfeasance or nonfeasance by a procedure identical to the procedure for expulsion explained in Sections 2 through 4 above. Removal of an Officer shall not affect his standing as a member of the Club.

## **Article VII AMENDMENTS**

**SECTION 1. PROPOSAL:** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) 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 all members with recommendation 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. AMENDMENT PROCESS:** The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the members present 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.

**SECTION 3. INCORPORATION:** Amendments adopted shall be incorporated into the body of the Constitution and Bylaws.

## **Article VIII DISSOLUTION**

**SECTION 1. DISSOLUTION:** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. 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 or any proceeds thereof or any assets of the Club shall be distributed to any members of the Club. 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 Board
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (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 meeting
- Report 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.