

CONTINENTAL FLOCK TENDING CLUB

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of this Club shall be The Continental Flock Tending Club, herein after referred to as the Club.

SECTION 2. The objects of this Club shall be:

- A. To encourage, promote, and educate people and their dogs on improving livestock handling and management skills.
- B. To further the advancement of all tending breeds;
- C. To do all in its power to protect and advance the interests of tending tests and trials, and to encourage sportsmanlike competition at such events; and
- D. To conduct tending tests and trials under the bylaws, rules, regulations and policies of The Continental Flock Tending Club.

SECTION 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. (IRS Requirement May 18, 2008)

SECTION 4. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. Membership is open to any person eighteen (18) years of age or older in good standing with the rules, regulations and policies of The Continental Flock Tending Club and who subscribe to the objects of this Club.

SECTION 2. There shall be three (3) types of membership of this Club available to applicants elected to membership: Associate Membership, Regular Membership, and Joint Membership.

A *Associate Membership* shall consist of a single person entitled to receive all Club member publications, but not entitled to vote in Club decisions or to hold Club office. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate geographical area. ALL PERSONS JOINING THE CLUB SHALL AUTOMATICALLY BE ASSOCIATE MEMBERS FOR AT LEAST ONE YEAR. After that time, each Associate Member has the option of becoming a Regular Member or a Joint Member by having fulfilled the necessary qualifications and being accepted for membership by the Club.

B. *Regular Membership* is available to any Associate member who has (1) FULFILLED ONE YEAR OF ASSOCIATE MEMBERSHIP, (2) IS CURRENT ON ALL DUES AND/OR PAYMENTS OWED TO THE CLUB, (3) HAS ATTENDED AT LEAST TWO CLUB ACTIVITIES AND (4) HAS ATTENDED IN PERSON TWO CLUB MEETINGS DURING ASSOCIATE MEMBERSHIP. Regular Membership entitles the club member to all privileges of the Club and the right to vote in Club decisions and to hold Club offices.

C. *Joint Membership* is available to any two Associate members who live in the same household and have each (1) FULFILLED ONE YEAR OF ASSOCIATE MEMBERSHIP, (2) ARE CURRENT ON ALL DUES AND/OR PAYMENTS OWED TO THE CLUB, (3) HAVE ATTENDED AT LEAST TWO CLUB ACTIVITIES AND (4) HAVE ATTENDED IN PERSON TWO CLUB MEETINGS DURING ASSOCIATE MEMBERSHIP. Each individual is entitled to all privileges of the Club, with each joint member having a single vote. However, only one copy of all Club member publications will be sent to a Joint Membership household.

SECTION 3. Election to Membership. Each applicant for membership shall apply to the Club on a form approved by the Board of Directors which states that the applicant agrees to abide by the Club' Constitution and By-Laws, and the

rules of The Continental Tending Club. The application shall state the name, address and occupation of the applicant. Additionally, applications for Regular Membership or Joint Memberships shall carry the endorsement of two (2) Regular Members or Joint Members in good standing from separate households. A non-refundable dues payment for the current year will accompany each application. All applications are to be filed with the Club Secretary.

A. Applications for *Associate membership* require no club vote and are accepted at the first club meeting when they are read, provided no club member objects.

B. *Regular Membership and Joint Membership* applicants must be approved first by the Board of Director members who are present and voting at the board meeting when the membership application is read. Upon approval, Regular Membership and Joint Membership applicants are subject to ratification by the Club members present and voting at the first club meeting following the Board Directors' approval of the applicants. Any current Club member present may call for a vote, to be by secret ballot, to decide the acceptance of any Regular Membership or Joint Membership applicant approved by the Board of Directors. If such a vote occurs, a simple majority of Club members present and voting shall be sufficient for final approval of the Regular Membership and Joint Membership applicants. In all cases in which secret ballots for a membership vote are to be conducted, the club members voting will be given all information available on the applicant's membership application. If no vote is called, the Regular Membership and Joint Membership applicants approval by the Board is final.

C. Final approval (or non-approval) shall be conveyed to the applicant by the Club Secretary within 30 days after the final disposition of the application by the Club. Applicants for Regular Membership and Joint Membership who have not been approved may not reapply to the Club for six (6) months following rejection of the application. They may, however, remain as Associate members.

SECTION 4. Dues. Membership dues shall be set by the Board of Directors, but shall not exceed \$50 per Membership yearly, payable on or before June 1 of each year to the Club Treasurer.

A. During the month of April, the Club Secretary shall email each member a statement requesting payment of his/her Club dues for the upcoming year.

B. No extensions or late payments of Club dues are accepted, however, the Board of Directors may vote to grant a 30-day extension for dues payment if extreme circumstances are presented.

C. Any new member that has joined since January of the current calendar year is not required to pay dues in June for the current calendar year.

D. No Regular Member or Joint Member may vote or hold office if Club dues are not paid for the current Club year.

SECTION 5. Termination of Membership. Club membership may be terminated in the following ways:

A. BY RESIGNATION Any member in good standing may resign from this Club upon written notice to the Club Secretary, but no member may resign when in debt to this Club. Dues obligations are considered a debt to this Club and they are incurred on June 1 of each year.

B. BY LAPSING A membership will be considered as lapsed and automatically terminated if the member's dues remain unpaid after June 1 of the current year; however, the Board of Directors may vote to grant a 30-day extension for dues payment if extreme circumstances are presented.

C. BY EXPULSION A membership may be terminated by expulsion for conduct prejudicial to the best interests of purebred dogs, CTC events, or the CTC, or by being expelled by the Club pursuant to Article VI of these Bylaws.

ARTICLE II Meetings and Voting

SECTION 1. *Club Meetings.* Meetings of this Club shall be held in each month in the greater Dallas County, Texas area, on the fourth Sunday at such hour and place as may be designated by the Board of Directors. Notice of each meeting shall be emailed by the Club Secretary at least five (5) days prior to the date of the meeting.

A. The Club may send members notification of club meetings (also included would be dues notices; minutes and newsletters) and board members notification of board meetings via email, provided that: Each Club member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the Club member or board member due to circumstances beyond the Club' control.

B. A quorum for Club meetings shall be 20% of the Regular Members and Joint Members in good standing.

SECTION 2. *Special Club Meetings.* Special Club meetings may be called (1) by the President at any time, or (2) 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 of Directors, or (3) by the Club Secretary upon receipt of a petition requesting a Special Club meeting signed by five (5) Regular Members and/or Joint Members of the Club who are in good standing.

A. Special Club meetings shall be held in the greater Dallas County, Texas area at such hour and place as may be designated. Notice of a Special Club meeting shall be emailed by the Club Secretary at least five (5) days prior to the date of the meeting, and the meeting notice shall state the purpose of the meeting. No other Club business may be transacted at a Special Club meeting. The quorum for a Special Club meeting shall be 20% of the Regular Members and Joint Members in good standing.

SECTION 3. *Board Meetings.* Meetings of the Club Board of Directors shall be held in the greater Dallas County, Texas area in the months of January, March, May, July, September and November at such hour and place as may be designated by the Board of Directors. Notice of each meeting shall be emailed by the Club Secretary at least five (5) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the members of the Board of Directors.

SECTION 4. *Special Board Meetings.* Special meetings of the Board may be called (1) by the President at any time, or (2) by the Secretary upon receipt of a written request for a Special Board of Directors meeting signed by at least three (3) members of the Board of Directors. A Special Board meeting shall be held in the greater Dallas County, Texas area and at such hour and place as may be designated. Notice of such meeting shall be emailed by the Club Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. The notice of a Special Board meeting will state the purpose of the meeting. No other Club business shall be transacted at a Special Board meeting. A quorum for a Special Board meeting shall be a majority of the members of the Board of Directors.

SECTION 5. *Voting.* Each Regular Member and Joint Member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting or election of this Club at which he/she is present and voting. Proxy voting will not be permitted at any Club meeting or election. Associate Members may not vote at any Club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. *Board of Directors.* The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer and three (3) other persons, all of whom shall be Regular Members or Joint Members in good standing. They shall be elected for one year terms at the June meeting of the Club and shall serve until their successors are elected. The duties of the Board of Directors shall be the general management of the Club.

SECTION 2. *Officers.* The Club's officers shall consist of the President, Vice-President, Secretary and Treasurer. The officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings.

- a. The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in this Constitution and By-Laws.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity or death.
- c. The Secretary shall keep a record of all meetings of the Club, of the Board of Directors, and of all matters of which the Club shall keep a record. He/she shall have charge of the correspondence, notify 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 and carry out such other duties as are prescribed in this Constitution and By-Laws.
- d. The Treasurer shall collect and receive all moneys due or belonging to this Club. He/she shall deposit the same in a bank satisfactory to the Board of Directors in the name of the Club. The Treasurer shall report at each meeting the condition of the Club's finances and items of receipt or payment not previously reported. The Club accounts shall be available for examination upon request by the Board of Directors. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

SECTION 3. *Vacancies.* Any vacancies occurring on the Board of Directors or among the offices (excepting the office of the President) during the year shall be filled for the remaining term of office by a majority vote of all the members of the Board of Directors present and voting at the first regular meeting following the creation of such vacancy, or at a Special Board meeting called for that purpose.

A. A vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board of Directors.

ARTICLE IV

Club Year and Elections

SECTION 1. *Club Year.* The Club's fiscal year shall begin on the first day of June and end on the thirty-first day of May.

SECTION 2. *Elections.* Elections shall be held at the regular club meeting in June, at which Directors and Officers for the ensuing year shall be elected from among those nominated in accordance with Section 3 of this Article. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board that receive the greatest number of votes for such positions shall be declared elected. They 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 the election.

SECTION 3. *Nominations.* No person may be a candidate in a Club election who (1) is not a current Regular member or Joint member in good standing and (2) has not been nominated. During the month of March, the Board of Directors shall select a Nominating Committee consisting of three (3) Club members, not more than one (1) of whom shall be a member of the Board of Directors. The Club Secretary shall immediately notify the committee members of their selection. The Board of Directors shall name a Chairperson for the committee and it shall be his/her duty to call a committee meeting which will be held on or before April 15.

A. The committee shall nominate one (1) candidate for each office and three (3) candidates for the three (3) other positions on the Board of Directors and secure the consent of each person nominated. The committee will immediately report their nominations to the Club Secretary in writing.

B. The nominations proposed by the Nominating Committee will be read at the May Club meeting.

C. Additional nominations may be made at the May Club meeting by any Club member in attendance provided that the Club member nominated does not decline when his/her name is proposed. If the proposed candidate is not in attendance at this meeting, his/her nominator shall present to the Club Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.

d. Nominations cannot be made in any manner other than provided in this Section.

ARTICLE V

Committees

SECTION 1. *Appointment of Standing Committees.* The President and/or the Board of Directors may each year appoint standing committees to advance the work of this Club in such matters as educational curriculum, Tending tests and trials, trophies, annual prizes, membership and other fields which may be served by committees. The committees are always subject to the final authority of the Board of Directors. Special committees may also be appointed by the President and/or the Board of Directors to aid on particular projects

SECTION 2. *Termination of Committee Appointment.* Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors.

ARTICLE VI

Discipline

SECTION 1. *Continental Tending Club Suspension.* Any Club member who is suspended from the privileges of The Continental Tending Club will automatically be suspended from the privileges of this Club for a like period.

SECTION 2. *Charges.* Any Regular Member or Joint Member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Club Secretary together with a deposit of \$25 which will be forfeited if the charges are not sustained. The Club Secretary shall promptly notify the Board of Directors, which shall meet and fix a date for a Board of Directors hearing not less than three (3) weeks or more than six (6) weeks thereafter. The Board of Directors 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 of Directors considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse jurisdiction. If the Board of Directors entertains jurisdiction of the charges, the Club Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the date, place and time of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. *Board of Directors Hearings.* If the charges are sustained after hearing the evidence and testimony presented by the complainant and the defendant, the Board of Directors may, by a majority vote of the members present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. Additionally, if Board of Directors deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the Club meeting which considers the Board of Directors' recommendation. Immediately after the Board of Directors has reached a decision, its findings shall be written and be filed with the Club Secretary. The Club Secretary in turn shall notify the complainant and the defendant of the Board of Directors' decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from this Club may be accomplished only at a meeting of this Club following a Board of Director hearing and upon the Board's recommendation as provided in Section 3 of this Article. These proceedings may occur at a regular meeting or a 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 of Directors' recommendation of expulsion. The defendant will have the privilege of appearing in his/her own behalf, though no evidence shall be taken at the meeting. The President shall read the charges, the Board of Directors' findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The Regular Member and Joint Members shall then vote by

secret written ballot on the proposed expulsion. A 2/3 vote of those Regular Member and Joint Members present and voting at the meeting shall be necessary for expulsion. If expulsion is not approved by the secret ballot vote, the Board of Directors' suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. *Proposing Amendments to Constitution and By-Laws* Amendments to the Constitution and By-Laws may be (1) proposed by the Board of Directors or (2) by written petition addressed to the Club Secretary and signed by 20% of the Regular Members and Joint Members in good standing.

A. Amendments proposed by such petition shall be promptly considered by the Board of Directors, and must be submitted to the membership with recommendations of the Board of Directors by the Club Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. *Amending the Constitution and By-Laws by Vote of Members.* The Constitution and By-Laws may be amended by a 2/3 vote of the Regular Member and Joint Members present and voting at any regular meeting, or at a Special meeting called for the purpose, provided the proposed amendments have been included in the notice of the Special meeting and emailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. *Dissolution.* The Club may be dissolved at any time by the written consent of not less than 2/3 of the Regular Member and Joint Members of Club. In the event of the dissolution of this Club, whether voluntary or involuntary or by operation of law, none of the property of this Club nor any proceeds whereof, nor any assets of this 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. The charitable organization shall be selected by the Board of Directors of the Club.

ARTICLE IX

Order of Business

SECTION 1. *Club Meetings.* At meetings of this Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of Last Meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at June Meeting)

Election of New Members

Unfinished Business

New Business

Adjournment

SECTION 2. *Board Meetings.* 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

Report 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, New Revised shall govern the Club in all cases which they are applicable and in which they are not inconsistent with this Constitution and By-Laws and any other special rules of order the Club may adopt.