

By-Laws of the Cen-Tex Kennel Club, Inc.
Revised and Approved on November 20, 2023
Amended on 3/16/2026 See Appendix A

Article I
Name and Objectives

Section 1. Name.

The name of the club shall be the Cen-Tex Kennel Club, Inc.

Section 2. Objectives.

The objectives of the club shall be:

- a. To further the advancement of all breeds of purebred dogs.
- b. To conduct and advance the interests of all-breed conformation dog shows, obedience trials and any other sanctioned AKC activity under the rules of the American Kennel Club (AKC).
- c. To devote all profits accruing to the club to the above purposes or to make specific requests to such charitable or civic organizations as shall be approved by a majority vote of regular qualified members in attendance and voting at a club meeting.

Section 3. Compliance.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, 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 Article 1 of these By-Laws.

Article II Membership Dues

Section I. Membership Eligibility.

There shall be two types of membership categories: Voting and Non-Voting which consist of members in good standing with the American Kennel Club and who adhere to the purposes of this club.

- a. Voting (Regular and Lifetime) All voting members attending a general meeting shall count towards the quorum for voting procedures. Voting eligibility for Regular and Lifetime members shall not be held by those with outstanding debt to the club.

Regular Membership shall be open to all persons 18 years of age or older. Regular membership shall entitle the member to all club privileges including the right to vote and hold office as described in these bylaws.

Lifetime Membership is for those individuals who have been members for a long period of time (20 years or more of continuous membership). Lifetime members pay no dues but are eligible to vote and hold office.

b. Non-voting (Associate, Junior and Honorary) membership status. Non-voting members shall not be eligible to be nominated for, nor elected to any office and their attendance at meetings does not count towards determination of a quorum.

Associate membership entitles a person to all club privileges except voting and office holding (offered to individuals who live outside of the club's area, as well as individuals who live in the club's area but are not active).

Junior Membership is open to individuals under 18 years of age. Junior membership is a non-voting/non-office holding membership which may automatically convert to regular membership at age 18. Dues are waived for Junior Membership.

Honorary Membership is extended to an individual who has made significant contributions to the sport, breed or club. Honorary Members pay no dues and are not eligible to vote or hold office.

Section 2. Dues.

a. Membership dues shall be set by the Board of Directors and payable on or before January 1 of each year.

b. During the month of November, each club member will be reminded of his dues by the Treasurer.

c. Any member whose dues are not paid before the March meeting shall be notified by the Treasurer, in writing or electronically addressed to said member's last address, informing the member that dues are unpaid. Upon receiving notice, if he does not pay dues by or on April 1, he shall be dropped from the club and his name taken off the roster.

d. Any such member can be reinstated only by the same procedure used for a new member.

Section 3. Election to Membership.

a. There is a two-month probationary period required before obtaining membership in the CTKC. Each applicant for membership is required to have two kennel club members in good standing with CTKC to sponsor him/her for membership. The sponsors' duties are to ascertain the acceptability of the applicant as a potential member.

b. Each applicant for membership shall apply on a form approved by the Board of Directors which provides that the applicant agrees to abide by the By-Laws of the CTKC and the rules of the AKC. The application shall state the name, address, email, and occupation of the applicant as well as the applicant's breed(s) of dog(s), number of dogs owned and any other pertinent information. The application shall show the endorsement of two club members as sponsors.

c. All applications are to be filed with the Secretary. The application is to be read at the next two meetings at which the applicant is in attendance. Voting takes place following the second reading of the application. An affirmative vote of 2/3 majority of all the regular members present shall be required to elect the applicant to membership (amended 3/16/2026). The new member submits payment of dues for the current year after being voted into the club.

d. Applicants for membership who have been rejected by the club may not reapply until six months after such rejection.

Section 4. Termination of Membership.

Membership may be terminated for the following reasons:

a. By resignation: any member in good standing may resign from the club upon written notice to the Secretary.

b. By lapsing of dues: a member will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 90 days after the first day of the fiscal year. The members may submit, in writing, a request for an extension to the Secretary no later than March 31st. At a Board meeting, the Board may vote to grant an additional 30-day grace period to delinquent members in meritorious cases. In no case may a regular member be entitled to vote at any club meeting whose dues are unpaid at the time of that meeting.

c. By expulsion: membership may be terminated by expulsion as provided in Article VI of the By-Laws.

d. By outstanding debt to the club: any member owing money to the club that has been billed from the previous calendar year will not be considered a member in good standing. Such a member will be dropped from membership if all outstanding money billed from the previous year, and dues for the current year, are not paid on or before April 1st. Money owed to the club which occurred in the previous calendar, but has not been billed, will not be considered an outstanding debt.

Article III

Meetings and Voting

Section 1. Club Meetings.

Regular meetings shall be held on the third Monday of each month at such an hour and place as designated by the President of CTKC. Written notice of each meeting shall be sent via email by the Secretary at least five days prior to the meeting. The quorum for any regular meeting shall consist of 20% of the qualified regular members.

Meetings Held Electronically.

Except as otherwise provided in these bylaws, meetings of the board and regular club meetings can be conducted through use of internet meeting services as designated by

the CTKC President. These electronic meetings shall be subject to all rules adopted by the Board or CTKC. (last revised May 18,2020)

Section 2. Board Meetings and Special Meetings.

Board Meetings are to be scheduled on an "as needed basis" by the President.

Board Meetings and Special Meetings may be called by:

- a. The President, or
- b. By a majority vote of the members of the Board, or
- c. By the Secretary upon receipt of a petition signed by five regular members.

Such Board Meetings or Special Meetings shall be held at an hour, and place as may be designated by the person or persons herein authorized to call such meetings. Written notice of such a meeting shall be emailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting and no other club business may be transacted during the meeting. The quorum for such meetings shall be 20% of the qualified regular members. The quorum for Board Meetings will be a majority of the elected board members (amended 3/16/2026).

Section 3. Voting.

Each member of good standing whose dues are paid for the current fiscal year shall be entitled to vote at any meeting which he or she is present. Absentee or proxy voting will not be permitted at any board, general meeting, or election.

Article IV

Directors and Officers

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three Board members. All shall be elected for one-year terms at the club's annual meeting in April, as provided in Article V. General management of the club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers.

The Officers, consisting of President, Vice President, Secretary, and Treasurer shall serve in their respective capacities regarding the club, its meetings, and the Board at all Board meetings.

No officer or board member shall hold the same office for more than two consecutive years. A one-year waiting period is required to return any officer to the same office. Each officer is required to create and maintain a list of duties of his respective office.

a. The President shall preside at all meetings of the club and the Board and shall have the duties and powers normally pertinent to the office of the President in addition to those specified in these By-Laws. The President is authorized to sign checks on the club's checking account. The President shall be authorized to delegate contract signing authority.

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 is authorized to sign checks on the club's checking account.

c. The Secretary shall keep a record of all meetings of the club and of the Board Meetings and all matters of which a record shall be ordered by the club, notify new members of their election to membership, notify officers and trustees of their election to office and keep a roster of the members of the club, their addresses, telephone numbers, email addresses, breed(s) of dogs and other pertinent information. A roster of the club members is given to each club member and should be updated regularly as changes occur. The Secretary shall be in charge of correspondence (including assistance to the Show Chairperson regarding AKC correspondence) and shall send out notices for all Board meetings and regular meetings. The Secretary goes to the post office regularly to collect the mail and report pertinent correspondence at the regular club meetings and Board meetings.

d. The Treasurer shall collect and receive all money due and belonging to the club. He shall deposit the same in a bank satisfactory to the Board, in the name of the club. Books shall always be open for inspection by the Board. He shall report in writing to the membership at each meeting, the condition of the club's finances and every item, receipt, or payment not before reported. At the Annual Meeting in April, he shall render an account of all money received and expended during the previous fiscal year. The Treasurer shall remind members of dues. The Treasurer shall serve as the Registered Agent for corporate purposes. He is authorized to sign checks for the club on the club's checking account. The duties of the Treasurer are to file all tax returns or notes to the IRS at the end of every fiscal year. The club should use a tax expert or some outside professional to prepare tax returns.

e. The club will have a finance committee that will prepare budgets, analyze revenues and expenses, provide oversight of the Treasurer, recommend best financial practices and ensure maintenance of the club's current non-profit status.

Section 3. Vacancies.

Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first called special meeting following the creation of such vacancy, except that a vacancy for the office of President shall be filled by the current Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Section 4 Asset Protection.

It is the obligation of the Board to determine the appropriate level of insurance coverage that is needed to protect the club and its assets. As protection to the club's finances, the club should be insured in an amount and through a type of policy the board shall determine whether it will cover the actions of its officers and members.

Article V

Committees and Standing Rules

Section 1. Standing Committees.

Committees which do the work of the club in such manners as conformation shows, obedience trials, training, Barker editor, club hospitality, advertising and judging committee are called standing committees. Such committees will be headed up by a committee chairperson, which will be appointed by the President at the beginning of the club's official year. The President shall appoint the show chairperson for the following year, immediately following the current year show. Appointees or chairperson will use operating procedures or guidelines passed as standing rules by the club where applicable.

Section 2. Standing Rules.

Rules which reflect the decisions of the club involving operating procedures will be kept establishing precedent and continuity of operation. A list of such rules will be kept by the secretary. Guidelines for committees or special duties may be recorded and will be considered as standing rules. Standing rules are made and changed by a majority vote of the qualified members present and voting at any regular meeting. Standing rules will be published as an addition to the By-laws of the club.

Article VI

Fiscal year, Annual Meeting, Elections

Section 1. Fiscal Year.

- a. The club's fiscal year begins on the first day of January and ends on December 31.
- b. The club's official year, the 12-month term of elected officers shall begin at the conclusion of the April Annual Meeting and shall continue through the next annual meeting.

Section 2. Annual Meeting.

The annual meeting shall be held in April, at which time the Board of Directors and Officers, having been elected by secret written ballot in accordance with Article V, Section 5, shall take office at the conclusion of the annual meeting. Each retiring officer

shall turn over to his successor in the office all properties and records relating to that office within 15 days after installation.

Section 3. Proxies.

Proxy voting is not permitted at any club meeting, Board meeting or election. Written, electronic or other means of absentee voting will not be acknowledged.

Section 4. Elections.

The nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected. No person may be a candidate for more than one position.

Section 5. Nominations.

No person may be a candidate in an election who has not been nominated. The election will be by nomination from the floor for all officers of the club (Article 4, Section 2) and Board members at the meeting prior to April elections. Persons nominated for office must accept or decline nomination to that position at that time in person or by written statement within 10 days. The election will be held by secret ballot. The nominee receiving the greatest number of votes for each position shall be declared elected.

Prior to nominations, all persons shall be made aware of the duties required. The description of each position shall be read aloud prior to acceptance of nominations so that each member and nominee clearly understand the expectations of duties of each office.

Article VII Discipline

Section 1. American Kennel Club Suspensions.

Any member suspended from the privileges of the AKC automatically shall be suspended from the privileges of the CTKC for a like period.

Section 2. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the club. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$25, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of 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 interest of the club. If the Board considers that the charges do not allege misconduct, which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction.

If the Board entertains authority of the charges, it shall fix a date of a hearing by the Board not less than three weeks, nor more than six weeks thereafter. The Secretary shall send one 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 wishes.

Section 3. Board Hearings.

All Disciplinary Board Hearings will be held in executive session. (amended 3/16/2026). Both complainant and defendant shall be treated uniformly. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board shall by a majority vote of those present issue a written reprimand or suspend the defendant for not more than six months from the date of the hearing (amended 3/16/2026). And, if it deems that punishment 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 membership at the next 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 Board's decision and penalty.

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 Board's recommendation as provided in Section 3 of this article. Such a proceeding may occur at a regular meeting of the club or at a special meeting of the club to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on 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 if he wishes. The regular and qualified members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those regular qualified members present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

Article VIII

Amendments

Section 1. Proposing Amendments.

Amendments to the By-Laws may be proposed by the Board or by a written petition addressed to the Secretary signed by twenty percent of the regular qualified membership. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the regular qualified members with recommendations of the Board by the Secretary for a vote within 3 months of the date when the petition was received by the Secretary.

Section 2. Passing Amendments.

The By-Laws may be amended by a 2/3 vote of the regular qualified members present and voting 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, emailed, or distributed by any other accepted means of communication at least 2 weeks prior to the date of the meeting.

Article IX Dissolution

Section 1. Dissolution.

The club may be dissolved at any time with the written consent of not less than 2/3 of the regular qualified members. In the event of the dissolution of the club, whether voluntary or by operation of the 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 or organizations suggested by the Board of Directors and passed by a majority vote of the club's regular qualified members present.

Article X Conducting Business

Section 1. Roberts Rules of Order.

Roberts Rules of Order shall be used in conducting all business meetings of the CTKC, except when provided by these by-laws.

Section 2. Order of Business.

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:

Call to order

Introduction of Guests

Minutes of the last meeting

Report of the last Board meeting if applicable

Report of the President

Report of the Secretary

Report of the Treasurer

Report of any Committees

Election of Officers at the Annual Meeting in April

Election of new members

Unfinished Business

New Business

Adjournment

Revisions accepted November 20, 2023, at a General Meeting in accordance with existing By-laws.

Signatures of current officers

President _Gary Gideon 11/20/2023_____

Secretary __Paula Hoover 11/20/2023_____

End of Amended Document 3/16/2026 by Paula Hoover President
See Appendix A Below

Appendix A

Cen-Tex Kennel Club By-Law Amendments

Approved by CTKC Board 2/10/2026

Discussed in Regular Meeting 2/16/2026

Voted and Accepted at 3/16/2026 Regular Meeting

Page 3 Section 3C Election to Membership

c. All applications are to be filed with the Secretary. The application is to be read at the next two meetings at which the applicant is in attendance. Voting takes place following the second reading of the application. An affirmative **vote of all** the regular members present shall be required to elect the applicant to membership. The new member submits payment of dues for the current year after being voted into the club.

change to: **vote of 2/3 majority of all**

Page 5 Section 2 Board Meetings and Special Meetings

Such Board Meetings or Special Meetings shall be held at an hour and place as may be designated by the person or persons herein authorized to call such meetings. Written notice of such a meeting shall be emailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting and no other club business may be transacted during the meeting. The quorum for such meetings shall be 20% of the

qualified, regular members. **or 2/3 of the elected Board members as is in the case of a Board meeting.**

Change to: **The quorum for Board Meetings will be a majority of the elected board members.**

Page 10 Disciplinary Process Section 3 Board Hearings

Change by adding:

All Disciplinary Board Hearings will be held in executive session.

<insertion> Both complainant and defendant shall be treated uniformly. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, **the Board shall by a majority vote of those present suspend the defendant** for not more than six months from the date of the hearing. And, if it deems that punishment 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 membership at the next ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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 decision and penalty.

Change to: **the Board shall by a majority vote of those present issue a written reprimand or suspend the defendant.....**

Submitted for publication 3/17/2026

President Paula Hoover

End of document created 3/17/2026

Page 11 of 11