

ILLINOIS FEDERATION OF DOG CLUBS AND OWNERS

Constitution and By-Laws

ARTICLE 1

NAMES AND OBJECTIVES

SECTION 1. NAME.

- a. The name of the organization shall be the Illinois Federation of Dog Clubs and Owners Inc. The corporation is organized pursuant to the provisions of the Illinois Non-Profit Corporation Code. The corporation shall have perpetual duration.

SECTION 2. PURPOSES. The purposes of this Federation are:

- a. to actively assist or participate in local, state and national legislation concerning dogs and dog owners.
- b. to bring such legislation to the attention of the members and to the general public.
- c. to educate and disseminate information and knowledge regarding dogs.
- d. to use all legal means to promote the general welfare of dogs and dog owners.
- e. to coordinate with the AKC to promote responsible dog ownership and protect the rights of individuals to own and breed dogs in a responsible manner

SECTION 3. NON-PROFIT.

- a. The Federation shall not be conducted or operated for profit. No part of any profits, remainder or residue from dues or donations to the Federation shall inure to the benefit of any member club or individual. All such monies accruing to the Federation shall be devoted to the above stated objectives or made as specific bequests to such charitable or civic organizations as shall be approved by a majority of the membership voting at a meeting.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY.

- a. No individual who is an advocate or member of an animal rights group [i.e. PETA or HSUS] or commercial business who derives part of their income from a paper-only humane society [not to be confused with rescues or animal shelters] may apply or be a member of this Federation.

SECTION 2. MEMBERSHIP There shall be three types of membership:

- a. TYPE I – DELEGATE MEMBER.

- i. Open to all Kennel Clubs, Specialty Clubs, Obedience Clubs, Agility Clubs and independent dog fancier organizations which support the objectives of the Federation and which have a membership of 50 or less members [1 delegate].
 - ii. Open to all Kennel Clubs, Specialty Clubs, Obedience Clubs, Agility Clubs and independent dog fancier organizations which support the objectives of the Federation and which have a membership of 51 or more members [2 delegates].
 - iii. Each Type I applicant for membership shall apply to the Board of Directors and shall agree to abide by the Articles of Incorporation. The application shall state the name of the organization, the number of members, names and addresses of its officers and board, delegate and alternate delegate(s) and any other information deemed necessary by the Board. Accompanying the application shall be the dues payment for the current year.
- b. TYPE II – INDIVIDUAL MEMBER.
- i. Open to all individuals who wish to support the Federation objectives.
 - ii. Each Type II applicant for membership shall apply to the Board of Directors and shall agree to abide by the Articles of Incorporation. The application shall state the applicant's name, address, and phone number and any other information deemed necessary by the Board. Accompanying the application shall be the dues payment for the current year.
- c. TYPE III – COMMERCIAL MEMBER.
- i. Open to all professional, commercial, educational and non-profit organizations who wish to support the Federation objectives.
 - ii. Each Type III applicant for membership shall apply to the Board of Directors and shall agree to abide by the Articles of Incorporation. The application shall state the applicant's name, address, and phone number and any other information deemed necessary by the Board. Accompanying the application shall be the dues payment for the current year.
- d. All applications are to be filed with the Recording Secretary and approved by the Board of Directors.

SECTION 3. VOTING

- a. Type I will be voting memberships.
 - i. Each Type I Member organization with 50 or less members shall designate one delegate. Each Type I Member organization with 51 or more members shall designate two delegates. In addition each Type I member organization shall designate up to two alternate delegates. The delegates and alternates so designated shall remain duly accredited representatives of such member organization until the Recording Secretary of this Federation has been notified in writing of the change. Any delegate or alternate delegate can only represent one Club at a time. A delegate can only cast one vote.
- b. Type II memberships will be non-voting memberships.
- c. Type III memberships will be non-voting memberships.

SECTION 4. DUES.

- a. Annual dues shall be determined annually by the Board of Directors.
- b. Annual dues shall be payable on or before the first day of the Federation Fiscal year.
- c. No delegate member may vote whose dues are not paid for the current year.
- d. During the month of August, the Treasurer shall notify each member organization of its dues for the coming fiscal year.
- e. Applications for membership with dues received during the last two months of the fiscal year will be applied in full to the immediate following fiscal year.

SECTION 5. TERMINATION. Memberships may be terminated:

- a. By resignation. Any club, individual member, or corporate member in good standing may resign from the Federation upon written notice to the Recording Secretary, but no member may resign when in debt to the Federation. Dues obligations are considered a debt to the Federation and become incurred on the first day of each fiscal year.
- b. By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year. In no case may a member be entitled to vote at any Coalition meeting whose dues are unpaid at that meeting.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VII of the Articles of Incorporation.

ARTICLE III MEETINGS AND VOTING

SECTION 1. MEETINGS.

- a. Meetings of the Federation shall be held semiannually within the boundaries of the State of Illinois. One meeting will be held in April and the Annual meeting will be held in October at a time and place designated by the Board of Directors. Written notice of such meeting shall be in writing by the Secretary at least 60 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the voting delegate members in good standing.

SECTION 2. SPECIAL MEETINGS.

- a. Special meetings of the Federation may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board or by the Corresponding Secretary upon receipt of a petition signed by at least five delegates of voting member organizations in good standing. Such special meetings may be conducted either by assembly of the general membership or by written communication. Written notice of such meeting shall be mailed or emailed with a receipt acknowledgement by the Corresponding Secretary at least 15 days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no

other Federation business may be transacted thereat. The quorum for such meetings shall be 20% of the voting delegate members in good standing.

SECTION 3. BOARD MEETINGS.

- a. There shall be a minimum of four meetings of the Board of Directors in each year at such time and place as may be designated by the President. Meetings can be held in person, teleconference, or by email. Notice of such meeting shall be mailed or emailed with receipt acknowledgement by the Corresponding Secretary at least 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.

- a. 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 members of the Board. Such special meetings may be conducted either by assembly of the Board or by mail or email with receipt acknowledgement. Written notice of such meeting shall be mailed or emailed with receipt acknowledgement by the Secretary at least 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.
- b. The Board may authorize the President to conduct emergency meetings without notice; such meetings may be conducted by telephone or email with a receipt acknowledgement.

SECTION 5. VOTING. Each delegate of a member organization in good standing whose dues are paid for the current year shall be entitled to one vote at any regular or special meeting of the Federation at which he is present. Alternate delegates may only vote in the absence of primary delegates.

ARTICLE IV DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS.

- a. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom shall be elected for two year terms.
- b. The position of Recording Secretary and Corresponding Secretary may be held by the same person, in which case an additional Director-at-large shall be elected that year.
- c. The Board shall also include five Directors-at-large who shall be elected for two year terms. Terms will be staggered. Two of the directors will be elected each year. The first year of the Federation, two will be elected to a one year term. The fifth director is addressed in d. below.
- d. The immediate past President shall serve as one of the Directors for one year

and a Director-at-large shall be elected for the second year of that term.

- e. All shall be delegate members of organizations in good standing.
- f. Elections shall take place at the annual meeting of the Federation as provided in Article V.
- g. General management of the Federation affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS. The Federation's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding 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 and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Articles of Incorporation. They shall, with the Recording Secretary, execute all contracts on behalf of the Federation. The President shall co-sign all checks with the Treasurer.
- 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 and shall carry out such other duties as are prescribed in these Articles of Incorporation.
- c. The Recording 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 and shall carry out such other duties as are prescribed in these Articles of Incorporation.
- d. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings and 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 Federation with the names and addresses of delegates and alternates and carry out such other duties as are prescribed in these Articles of Incorporation.
- e. The Treasurer shall collect and receive all monies and dues belonging to the Federation. They shall deposit the same in a bank satisfactory to the Board in the name of the Federation. Their books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Federation's finances and every item of receipt or payment not before reported. The Treasurer shall co-sign all checks with the President. The President may perform the duties of the Treasurer if the Treasurer is unable to do so.
- h. An auditing committee of three members, appointed by the President, shall examine the records of the Treasurer during the last two months of each fiscal year and shall report its findings to the general membership at the Annual meeting.
- iii. At the annual meeting, they shall render a written account of all monies received and expended during the previous fiscal year.

SECTION 3. ATTENDANCE.

- a. Any Officer or Director not attending at least half of all Board meetings may have

his office terminated by 2/3 vote of the remainder of the Board.

SECTION 4. VACANCIES.

- a. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the then members of the Board at its first regular or special meeting following the creation of such a vacancy.

ARTICLE V THE FEDERATION'S YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. YEAR.

- a. The Federation's fiscal year shall begin on the 1st day of November and end on the 31st day of October.
- b. The Federation's official year shall begin on the 1st day of November and end on the 31st day of October.

SECTION 2. ANNUAL MEETING.

- a. The Annual Meeting shall be held in the month of October at which directors and officers for the ensuing year shall be elected by the delegates present at the meeting in accordance with Section 4 of this Article. 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 pertaining to that office within 30 days after the election.

SECTION 3. ELECTIONS.

- a. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for each Directorship-at-large on the Board who received the greatest number of votes for such positions shall be declared elected.

SECTION 4. NOMINATIONS.

- a. No person may be a candidate for election who is not a delegate nor has not been nominated.
- b. The Board shall select a nominating committee in July consisting of three primary delegates from member organizations, not more than one of whom shall be a member of the Board. The President shall not be a member of this committee. The Corresponding Secretary shall immediately notify the committeemen of their selection. The Board shall name a chairman of the committee and it shall be his duty to call a committee meeting.
 - i. The committee shall nominate one candidate for each Office and Directorship that is expiring. All of whom shall have agreed to accept such nominations. Type II and type III memberships cannot hold an office or sit on the Board of Directors. Due consideration shall be given to geographical distribution of the nominees so that adequate representation of all major sections of the State is

- preserved when selecting candidates. The nominating committee's report shall be in the hands of the Recording Secretary in writing no later than August 1. The Recording Secretary shall mail or email with receipt acknowledgement a list of candidates to the general membership no later than August 15.
- ii. Additional nominations for Officers and/or Directors may be made by petition which shall be signed by at least five delegates from Type I member organizations in good standing. The petition must be signed by the candidate(s) indicating their willingness to serve, and such petition must be received by the Recording Secretary no later than September 1. Upon receipt of the nominating committee's report and any petitions, the Recording Secretary shall prepare an official ballot listing all the candidates for each office in alphabetical order and such ballot shall be mailed to all delegates by September 15.
 - iii. No person may be a candidate for more than one office. The additional nominations provided for herein may be made only from among those who have not accepted a nomination of the nominating committee.

ARTICLE VI COMMITTEES

SECTION 1. APPOINTMENTS.

- a. The President or a majority of the Board may each year appoint standing committees to advance the work of the Federation in such matters as education of the general public, monitoring of legislation and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board it aid it on particular projects.

SECTION 2. TERMINATION.

- a. Any committee appointment may be terminated by a majority of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII DISCIPLINE

SECTION 1. CHARGES.

- a. Any member may prefer charges against a member organization, individual member or sponsor member for alleged misconduct prejudicial to the best interests of the Federation. If the accused is a Board member, said member shall step down from the Board during any and all proceedings involved with the charges. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of \$50.00, which shall be forfeited if the charges are not sustained. The Recording Secretary shall promptly notify the Board, which shall meet and fix a date of the Board hearing not less than 3

weeks, not more than 6 weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused by registered mail together with a notice of the hearing, and an assurance that the defendant may personally appear in defense and bring witnesses if they wish.

SECTION 2. BOARD HEARING.

- a. The Board guarantees the defendant the right to a hearing with timely notice. The complainant and the defendant have a right to an attorney but must advise the Board of counsel's attendance seven days before the hearing. The Board shall treat the complainant and the defendant uniformly. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Federation for not more than six months from the date of the hearing. If the Board determines the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to have his delegate appear before the delegates of his fellow member organizations at the ensuing Federation meeting which considers the Board's recommendation.

Immediately after the Board has reached a decision, its findings shall be put in writing and filed with the Recording Secretary. The Recording Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 3. EXPULSION.

- a. Expulsion of a member organization, individual member, or sponsor member from the Federation may be accomplished only at a meeting of the Federation following a Board hearing and upon the Board's recommendation as provided in Section 2 of this Article. Such proceedings may occur at a regular or special meeting of the Federation to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. Under no circumstances shall any meeting at which the expulsion of a member is to be voted upon be conducted by mail. The delegates of the defendant organization shall have the privilege of appearing in behalf of their organization, though no evidence shall be taken at the meeting. The President shall read the charges and the Board's findings and invite the defendant organization's delegates to speak in behalf of their organization if they wish. The meeting shall then vote by secret ballot on the proposed expulsion. A majority vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII AMENDMENTS

SECTION 1. Amendments to these Articles of Incorporation

- a. May be proposed by the Board of Directors or by written petition addressed to the Recording secretary and signed by 1/3 of member organizations in good

- standing. Amendments proposed by such petition must be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within 60 days of the date when the petition was received by the Secretary.
- b. The Articles of Incorporation may be amended by a majority vote of the delegates present and voting at any regular meeting or special meeting, or by a 2/3 vote of the ballots mailed to the Recording Secretary at any special meeting of the Federation as described in Article III, Section 2, provided the proposed amendments have been included in the notice of the meeting.

ARTICLE IX ORDER OF BUSINESS

At meetings of the organization, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call
Minutes of the last meeting
Report of the Board
Report of the President
Report of the Secretaries
Report of the Treasurer
Report of Committees
Old Business
Election of Officers and Board (Annual Meeting)
New Business
Adjournment

With respect to any procedure not specifically set forth herein, Roberts Rules of Order shall be followed.

ARTICLE X DISSOLUTION

The Federation may be dissolved at any time by the written consent of the delegates and Board of Directors of not less than $\frac{3}{4}$ of the member organizations. In the event of 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 automatically distributed to any members of the Federation but after payment of all debts of the Federation, its property and assets shall be distributed in accordance with Article 1, Section 3.

ARTICLE XI

The Board of Directors shall elect the registered agent of the Corporation. The address of the registered agent at the time of the execution of these amended Articles of Incorporations is: 2029 Monteford Court, Springfield, IL 62704.

The registered agent of the Federation at such address is: Steve Hayden.

ARTICLE XIII

The initial Board of Directors consisted of:

President:	Steve Hayden
Vice President:	Michelle Kasten
Recording Secretary:	Jane Moody
Corresponding Secretary:	Jane Moody
Treasurer:	Lisa Hills
Director:	Chris Walkowicz
Director:	Mildred Bartlett
Director:	Sondra Davis
Director:	Mary Jo Trimble
Director:	Margo Milde

ARTICLE XIV

In witness whereof, the undersigned incorporator has executed these amended Articles of Incorporation this 15th day of December, 2009.

A handwritten signature in black ink that reads "Steven Hayden". The signature is written in a cursive style with a large, looping initial "S".