

CONNECTICUT DOG FEDERATION, INCORPORATED

CONSTITUTION

ARTICLE I

NAME AND PURPOSE

Section I The name of the organization shall be the Connecticut Dog Federation, Incorporated.

Section 2 The purposes of this organization are:

- a. To encourage and promote the welfare of dogs.
- b. To do all in its power to protect and advance the interests of dogs and of persons connected with dogs.
- c. To help the general public improve its knowledge of dogs by use of all media.

Section 3 The Federation shall not be conducted or operated for profit, and no part of any revenue shall inure to the benefit of any member organization, delegate, or individual.

- a. Notwithstanding any other provisions of these Articles, the Federation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.
- b. No part of the net earnings of the Federation shall inure to the benefit of any member, trustee, or officer of the Federation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Federation), and no member, trustee or officer of the Federation or any private individual shall be entitled to share in the distribution of any of the Federation's assets on dissolution of the Federation.
- c. No substantial part of the activities of the Federation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office.
- d. In the event of dissolution, all of the remaining assets and property of the Federation shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal Government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Connecticut.
- e. In any taxable year in which the Federation is a private foundation as described in IRC 509(a), the Federation shall distribute its income for said period at such time

and manner as not to subject it to tax under IRC 4942, and the Federation shall not: (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the Federation to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Section 4 The Delegates of the Federation shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE 1 MEMBERSHIP

Section 1 Eligibility. Membership is open to any duly constituted organization headquartered within the State of Connecticut whose objectives are in whole or in part the welfare of dogs.

Section 2 Dues. Membership dues shall be determined initially by the Incorporators and, thereafter, may be changed by a two-thirds vote of the Delegates present and voting at a Federation meeting, provided the notice of any meeting at which a change in dues is to be voted upon contains reference to such a proposed change. Dues shall be payable on or before the first day of October each year. During the month of August, the Treasurer shall send to each member organization a statement of its dues for the ensuing year.

Section 3 Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Trustees, which shall provide that the applicant agrees to abide by this Constitution and these Bylaws. Accompanying the application, the prospective member organization shall submit dues payment for the current year and shall also submit a copy of its own Constitution and Bylaws.

All applications shall be filed with the Corresponding Secretary, and each application shall be read at the first meeting of the Board of Trustees following its receipt. Affirmative votes of three-fourths of the members present and voting at that Board meeting shall be required to elect the applicant.

Upon acceptance into membership by the Board of Trustees, the applicant organization shall receive in writing from the Corresponding Secretary a notice of its acceptance.

Section 4 Termination of Membership. Members may be terminated:

- a. By Resignation. Any member organization may resign from the Federation upon written notice to the Corresponding Secretary, but no member may resign when in

debt to the Federation. Dues obligations are considered a debt to the Federation and they are incurred on the first day of each fiscal year.

- b. By Lapsing. The membership of any organization shall be considered as lapsed and automatically terminated if such organization's dues remain unpaid for a period of more than 90 days after October 1st. In no case may a Delegate be entitled to vote at any Federation meeting whose member organization's dues are unpaid as of that meeting.
- c. By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II MEETINGS AND VOTING

Section 1 Federation General Meetings. In addition to the Annual Corporate Meeting, at least one General Meeting of the Federation shall be held each year, at such place, date and hour as may be designated by the Board of Trustees.

Written notice of each meeting shall be mailed by the Corresponding Secretary to the President, Secretary and Delegates of each member organization at least 30 days prior to the meeting. The quorum for such meetings shall be attendance by Delegates from 20% of the member organizations. Only Delegates or their Alternates may vote, but any interested persons may attend.

Section 2 Board of Trustees Meetings. Regular meetings of the Board of Trustees may be held at such place, date and hour as may be designated by the Board. Notice of a regular Board Meeting shall be sent in writing by the Corresponding Secretary, by U.S. Postal Service mail or electronic mail, to the last known address of each Board member at least ten days prior to the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 3 Federation Special Meetings. Special Meetings of the Federation may be called by the President, or by a majority of the members of the Board of Trustees 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 five Delegates from member organizations in good standing. Special Meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary in the same manner as for General Meetings in Section 1 above, and shall state the purpose of the meeting, and no other Federation business may be transacted thereat. The quorum for such meetings shall be attendance by Delegates from 20% of the member organizations.

Section 4 Board of Trustees Special Meetings. Special Meetings of the Board of Trustees may be called by the President, and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Special Board Meetings shall be held at such place, date and hour as may be

designated by the person or persons authorized herein to call such a meeting. Notice of such meeting shall be sent in writing by the Corresponding Secretary, by U.S. Postal Service mail or electronic mail, or by telephone, to each Board member at least five 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. A quorum for such a meeting shall be a majority of the Board.

Section 5 Voting. Each member organization in good standing shall:

- a. Designate two Delegates and two Alternate Delegates. These Delegates and Alternate Delegates shall remain the duly accredited representatives of each member organization until the Corresponding Secretary of the Federation is notified in writing by the Secretary of the member organization of any change.
- b. Each Delegate shall be entitled to one vote at the Annual Corporate Meeting and at any General Meeting and Special Meeting of the Federation. The Alternate Delegate(s) shall be entitled to vote in the absence of the primary Delegate(s). At no time, however, shall a member organization be represented by the votes of more than two Delegates.

ARTICLE III TRUSTEES AND OFFICERS

Section 1 Board of Trustees. All Officers and Trustees of the Federation must be members of a member organization and must be duly accredited Delegates to the Federation. Their right to office shall cease upon their failure to meet either of said qualifications. However, a qualified Delegate, once elected to the Board, is expected to continue in office until the next election of the Federation, providing he/she remains a member of the member organization.

The Board shall be comprised of 11 persons, including the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and six Trustees. All Officers shall be elected annually for a one-year term, and Trustees for a two-year term, at the Federation's Annual Corporate Meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Federation's affairs shall be entrusted to the Board of Trustees.

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 of Trustees and its meetings.

- a. The President shall preside at all meetings of the Federation and of the Board. He/she shall have general supervision over the affairs of the organization, subject to the control of the Board, and shall have such duties and powers incidental to office of President and such other duties as may from time to time be assigned to him/her by the Board.

- b. The Vice President shall have the duties and exercise the powers of the President in the event of the President's death, absence or incapacity.
- c. The Recording Secretary shall keep a record of all meetings of the Federation and of the Board, and of all other matters of which a record shall be ordered by the Federation. He/she shall have charge of all books, records and papers of the Federation and shall perform all duties incident to the office of Recording Secretary, and carry out such other duties as may be assigned to him/her by the Board.
- d. The Corresponding Secretary shall have charge of all correspondence, notify the Delegates of meetings, notify new member clubs of their election to membership, notify Officers and Trustees of their election to office, and keep a roll of the member organizations of the Federation with their addresses and names of their Delegates. He/she shall file with the appropriate agencies all reports, statements and other documents required by law and shall keep records of same, and shall carry out such other duties as are prescribed in these Bylaws.
- e. The Treasurer shall collect and keep an account of all moneys due or belonging to the Federation, and of all funds expended by the Federation. He/she shall deposit all funds in such depositories as shall be approved by the Board. His/her books shall at all times be open to the inspection of the Board, and he/she shall report to the Board at every meeting on the condition of the finances of the Federation and items of receipt and payment not previously reported. At the Annual Corporate Meeting, he/she shall render an account of all moneys received and expended during the previous fiscal year, a copy of which report shall be sent to all member organizations within 30 days. At the expiration of his/her term, the Treasurer shall turn over to his/her successor in office all books, moneys, vouchers, invoices and other properties in his/her possession.

Section 3

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

Any Officer or Trustee absent without cause for more than two Board meetings in succession may, upon review of his/her reasons for absence by the Board, be replaced by the Board.

ARTICLE IV

FEDERATION YEAR, ANNUAL CORPORATE MEETING, ELECTIONS

Section 1

Federation Year. The Federation's Official Year shall begin immediately upon completion of elections at the Annual Corporate Meeting. The Federation's Fiscal Year shall coincide with the Federation's Official Year. The elected Officers and Trustees shall take office immediately upon election. Each retiring Officer shall

turn over to his/her successor in office all properties and records relating to that office within 20 days after the expiration of his/her term in office.

Section 2

Annual Corporate Meeting. The Annual Corporate Meeting shall be held during the month of September at which Officers and Trustees for the ensuing year shall be elected by secret, written ballot from among those nominated by the Nominating Committee in accordance with Section 4 of this Article. If no valid petitioned nominations are received by the Corresponding Secretary, as provided for in Section 4.b of this Article, the Nominating Committee's slate shall be considered to have been elected unanimously and no balloting will be necessary.

Notification of the Annual Corporate Meeting shall be mailed to each Delegate by the Corresponding Secretary on or before August 20th.

Section 3

Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected, and the candidates receiving the largest number of votes for each of the other positions on the Board of Trustees shall also be declared elected. If any nominee, at the time of the meeting, is unable to serve for just reason, such nominee shall not be declared elected and the vacancy so created shall be filled by the new Board. In case of a tie vote for any position, the Delegates to the meeting at the time of election shall decide by ballot which of the several candidates will be elected.

Section 4

Nominations and Ballots. No person may be a candidate in a Federation election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Trustees before June 1st. This Committee shall consist of three Delegates, and not more than one shall be a member of the Board. All members of the Committee shall be Delegates of member organizations in good standing. The Board shall name a chairman for the Committee and it shall be his/her duty to call a meeting during the month of June. The Committee may conduct its business by telephone, electronic mail or U.S. postal Service mail.

- a. The Nominating Committee shall nominate, from among the Delegates of member organizations in good standing, one candidate for each office and for each other position on the Board, and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Corresponding Secretary no later than July 1st. The Corresponding Secretary shall mail the list to each Delegate to the Federation on or before July 15th, so that additional nominations may be made by Delegates if they so desire.
- b. Additional nominations may be made by written petition addressed to the Corresponding Secretary and received at his/her regular address on or before August 10th, signed by Delegates from three separate member organizations and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be

made from among only those Delegates who have not accepted a nomination of the Nominating Committee.

- c. If one or more valid additional nominees are received by petition, the Corresponding Secretary shall, on or before August 20th, notify the membership in writing of those additional nominations. This notification shall be mailed along with the notification of the Annual Corporate Meeting.
- d. Nominations cannot be made at the Annual Corporate Meeting or in any manner other than as provided for in this section.

ARTICLE V COMMITTEES

Section 1 Standing Committees. Each year, the Board of Trustees may appoint standing committees to advance the work of the Federation. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

- a. Any committee appointment may be terminated by a majority vote of the membership of the Board, upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.
- b. Committee appointments shall be considered terminated at the conclusion of the Federation year unless reappointment is made by the new Board.

Section 2 Auditing Committee. The Auditing Committee shall consist of three members appointed by the President and approved by the Board of Trustees. This Committee shall audit the records of the Treasurer during the last month of the Fiscal Year and report its findings to the Federation at the Annual Corporate Meeting.

ARTICLE VI DISCIPLINE

Section 1 Charges. Any Delegate, when acting on behalf of his/her member organization, shall have the right to prefer charges against another member organization. Written charges with specifications, representing a majority vote of the complainant organization and signed by the President of said organization, must be filed in duplicate with the Corresponding Secretary of the Federation, together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained. The Corresponding Secretary shall promptly send one copy of the charges to the President of the accused member organization by registered mail, return receipt requested, together with a notice of the required Board of Trustees hearing and assurance that an Officer or Officers of the member organization may personally appear in its own defense and bring witnesses if they so desire.

Section 2 Board of Trustees Hearings. The Board of Trustees shall have complete authority to decide whether counsel may attend any 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 complainant and defendant, the Board may, by a majority vote of those Board members present, suspend the defendant organization from all privileges of the Federation for not more than six months from the date of the hearing, or until the next Annual Corporate Meeting if that will occur after six months. If the Board 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 have its representative appear before the Delegates to the Federation at the ensuing Federation Meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put into written form and filed with the Corresponding Secretary. The Corresponding Secretary shall then immediately notify each of the parties of the Board's decision and penalty, if any.

Section 3

Expulsion. Expulsion of a member organization from the Federation may be accomplished only at the Annual Corporate Meeting of the Federation following a Board of Trustees hearing and upon the Board's recommendation as provided in Section 2 of this Article. The defendant organization shall have the privilege of having a representative appear in its behalf, although no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the representative of the defendant organization, if present, to speak in his/her organization's behalf. The meeting shall then vote by secret, written ballot on the proposed expulsion. A two-thirds vote of those present at the Annual Corporate Meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VII
AMENDMENTS

Section 1

Amendments. Amendments to the Constitution and Bylaws may be proposed by the Board of Trustees or by written petition to the Corresponding Secretary, signed by Delegates from 20% of the member organizations in good standing. Amendments proposed by such a petition shall be promptly considered by the Board. Any petition for amendment must be received by the Corresponding Secretary a minimum of three months prior to the meeting at which a vote will be taken on its adoption.

Section 2

Adoption. The Constitution and Bylaws may be amended by a two-thirds vote of the Delegates present and voting at any Regular or Special Meeting called for that purpose, provided that the proposed amendment has been included in the notice of the meeting and sent by U.S. Postal Service mail or electronic mail to each Delegate at least 60 days prior to the date of the meeting. In addition, a reminder shall be sent to each Delegate between 15 and 30 days prior to said meeting by similar means.

ARTICLE VIII

DISSOLUTION

Section 1 Dissolution. The Federation may be dissolved at any time by the written consent of not less than two-thirds of the member organizations. In the event of the dissolution of the Federation, whether voluntary or involuntary or by operation of law, none of the property of the Federation or any proceeds thereof or any assets of the Federation shall be distributed to any individual or member organization of the Federation, but after payment of the debts of the Federation, its property and assets shall be given to a charitable organization or organizations for the benefit of dogs located within the State of Connecticut. This organization(s) shall be selected by the Board of Trustees. All State and Federal codes pertinent to such dissolution shall apply.

ARTICLE IX ORDER OF BUSINESS

Section 1 Federation Meetings. At meetings of the Federation, 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 President, Report of Secretaries, Report of Treasurer, Reports of Committees, Unfinished Business, New Business, Election of Officers and Trustees (at Annual Corporate Meeting), Adjournment.

Section 2 Board of Trustees Meetings. At meetings of the Board of Trustees, the order of business, unless otherwise directed by majority vote of those present, shall be as follows: Minutes of Last Meeting, Report of President, Reports of Secretaries, Report of Treasurer, Reports of Committees, Unfinished Business, Election of new members, New Business, Adjournment.

Section 3 Parliamentary Procedures. “Robert’s Rules of Order – Revised” shall be the parliamentary authority in all matters, except where otherwise specified by any provision of this Constitution and Bylaws and amendments thereto.

As amended: March 31, 2009