



Arkansas Secretary of State

Charlie Daniels

State Capitol • Little Rock, Arkansas 72201-1094
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CERTIFICATE OF AMENDMENT OF A NON-PROFIT CORPORATION

Organized Under Act 176 of 1963

Northwest Arkansas Kennel Club, a
corporation duly organized, created and existing under and by virtue of the laws of the State of Arkansas, by its
President and Secretary.

DOES HEREBY CERTIFY

At a meeting of the membership (or board of directors) which was held on 4-11-2007,
in the City of Springdale, the Articles of Incorporation of this corporation were
amended to adopt Act 1147 of 1993. A copy of restated articles or a copy of the board resolution is attached.

IN WITNESS WHEREOF, the said corporation has caused its corporate name to be subscribed by its President,
who hereby verifies that the statements contained in the forgoing Certificate of Amendment are true and correct to
the best of his / her knowledge and belief, duly attested by its Secretary on this 11th
day of April, 2007.

Terry Sayre
President

ATTEST

Tiffany Brinkline
Secretary

(The certificate of Amendment must be submitted in duplicate, duly executed by the President or Vice President
and Secretary. The fee for this filing is \$1.00)

Fee: \$1.00

NPD-2A/Rev. 6/04

Northwest Arkansas Kennel Club, INC.

Articles of Incorporation

Article 1

Section 1. The name of the corporation shall be Northwest Arkansas Kennel Club, Inc.

Section 2. The period of duration of the corporation is perpetual.

Section 3. The object of the Corporation shall be:

- a) To further the advancement of all breeds of purebred dog
- b) To promote community awareness of dog welfare and responsible dog breeders.
- c) To promote responsible dog ownership and humane treatment of all dogs.
- d) To strengthen the human animal bond
- e) To protect and advance the interest of all breeds of purebred dogs and to encourage sportsmanship at all canine events.
- f) To conduct sanctioned matches, dog shows, obedience trials and other recognized events under the rules of The American Kennel Club.

Section 4. Purpose, this organization is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Under no circumstances shall this corporation pay any salaries, fees, commissions or dividends to any member thereof.

Section 5. The members of this club shall adopt bylaws and may from time to time revise such bylaws as may be required to carry out these objectives.

Article II

Section 1. Membership in this corporation shall include any person 18 years of age or older, who is favorable to the objects of this corporation, and who is in good standing with The American Kennel Club. Junior members under the age of 18 years may be admitted to membership, but shall not be eligible to vote at any of the meeting of the corporation.

Section 2. In addition to the purposes of the corporation outlined in Article 1, this corporation shall be primarily concerned with the encouragement, advancement and protection of dog owners, exhibitors, and breeders in the communities of Benton and Washington Counties in Arkansas.

Northwest Arkansas Kennel Club Constitution

Article I

Name and Objects

Section 1. The name of the club shall be Northwest Arkansas Kennel Club.

Section 2. The Objects of the club shall be to:

a) To further the advancement of all breeds of purebred dog

- b) To promote community awareness of dog welfare and responsible dog breeders.
- c) To promote responsible dog ownership and humane treatment of all dogs.
- d) To strengthen the human animal bond
- c) To protect and advance the interest of all breeds of purebred dogs and to encourage sportsmanship at all canine events.
- f) To conduct sanctioned matches, dog shows, obedience trials and other recognized events under the rules of The American Kennel Club.

Section 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual. This organization is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Under no circumstances shall this corporation pay any salaries, fees, commissions or dividends to any member.

Section 4. The members of this club shall adopt bylaws and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

Article I

Membership

Section 1 Eligibility: Regular Membership is open to any person eighteen (18) years of age or over of good character, who subscribes to the purposes of the club. Exhibitors and or breeders must be in good standing with The American Kennel Club. Any person under the age of eighteen (18) years of age may make application for Junior Membership.

Section 2. Regular Membership shall entitle the members to full voting powers. Junior members shall not be permitted voting powers in any affairs of the club. Junior members shall not be permitted voting powers in any of the affairs of the Club.

Section 3. Honorary Membership may be issued in special cases by a majority vote of the board of directors. Such honorary membership carries no voice or vote in the affairs of the Club.

Section 4. Dues: Membership dues shall not exceed \$25 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the meeting minutes shall include a reminder of dues for the ensuing year.

Section 5. Election to Membership: Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution, code of ethics and bylaws. Breeders and exhibitors must also adhere to rules set forth by The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing.

All applications are to be filled with the Secretary and each application is to be read and considered for recommendation for vote at the first meeting of the Board following its receipt. At the next club meeting the recommended application will be read and voted upon and affirmative votes of $\frac{2}{3}$ of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. The Secretary shall notify the applicant in writing of the meeting of the application vote.

Section 6. Termination of Membership: Memberships may be terminated:

- a) By resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club.

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

- b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 120 days after the first day of the fiscal year; however, the board may grant an additional grace period of 60 days in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II

Section 1. **Club Meetings.** Meetings of the club shall be held at least bimonthly with the greater Northwest Arkansas Area of Benton and Washington Counties at such hour and place as may be designated by the board of directors. Written notice of each meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10% of the members in good standing.

Section 2. **Special Club Meetings.** Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board. Such special meetings shall be held within the greater Northwest Arkansas area of Benton and Washington Counties at such a place, date and hour as may be designated by the person or persons authorized to herein call such meetings. Written notice of such a meeting shall be sent by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 10% of the members in good standing.

Section 3 **Board Meetings.** Meetings of the board of directors shall be held within the greater Northwest Arkansas area of Benton and Washington Counties at such hour and place as may be designated by the board. Written notice of each

meeting shall be sent by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4 Special Board Meetings. Special meetings of the board may be called by the President. Such special meetings shall be held within the greater Northwest Arkansas area of Benton and Washington Counties at such a place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meeting shall be sent by the Secretary at least five days and not more 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.

Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he or she is present. Proxy voting will not be permitted at any club meeting or election.

Article III

Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the officers and other persons, all who shall be members in good standing and all of whom shall be elected for one year terms at the club's annual meeting as provided in article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

Section 2. Officers. The club's officer, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

- b) **The Vice President shall have the duties and exercise of powers of the President in case of the President's death, absence or incapacity.**
- c) **The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club: 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 members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.**
- d) **The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.**

Section 3. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by the board.

Article IV

The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of December at which officers and directors for the ensuing year shall be elected by secret ballot form among those nominated 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 the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Elections. 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 who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of September the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before October.

1. The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the November meeting, notify each member in writing of the candidates so nominated.
3. Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
4. Nominations cannot be made at the annual meeting or in any manner other than as provide in this section.

Article V

Committees

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as : Promoting community awareness of dog welfare and responsible breeders, promoting responsible dog ownership and humane treatment of all dogs, strengthening the human animal bond, protect and advance the interest of all breeds of purebred dogs and to encourage sportsmanship at all canine events, conduct sanctioned matches, dog shows, obedience trials and other recognized events under the rules of The American Kennel Club. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

Article VI

Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this club for a like period.

Section 2. Charges. Any 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 Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the

charges do not allege conduct that would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly 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 or her own defense and bring witnesses if desired.

Section 3. Board Hearing. The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all 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 club 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 the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties in writing, of the board's decision and penalty, if any.

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 proceedings may occur at a regular or 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 in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present to speak in his own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 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 VII

Amendments

Section 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 10 % of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws may be amended by a 2/3 vote of the 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 to each member at least two weeks prior to the date of the meeting.

Article VIII

Dissolution

Section 1. The club/corporation may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club. Upon the dissolution of the club/corporation, the Board of Trustee shall after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation. In such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX

Order of Business

Section 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of Last Meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers and Board (annual meeting)

Election of New Members

Unfinished Business

Adjournment

Section 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished Business

New Business

Adjournment

Article X

Parliamentary Authority

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.