

**Constitution & Bylaws
of the
California Sierra Keeshond Club**

Constitution

Article I: Name and Objectives

Section 1. The name of the Club shall be: California Sierra Keeshond Club.

Section 2. The objects of the Club shall be:

- a) To encourage and promote quality in the breeding of purebred Keeshonden and to do all possible to bring their natural qualities to perfection;
- b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Keeshonden shall be judged;
- c) To urge members and breeders to accept and adhere to the Breeders' Code of Ethics as approved by the Keeshond Club of America;
- d) To conduct sanctioned matches and specialty shows under the rules and regulations of The American Kennel Club;
- e) To educate the public in the objectives of the sport of purebred dogs in general and the care, protection, and advancement of Keeshonden in particular.

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.

Section 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

Bylaws

Article I: Membership

Section 1. Eligibility There shall be four types of membership open to all persons of good moral character and who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

The four types of membership shall be:

- a) **Individual Membership** is open to persons of 18 years of age and older, who are in good standing with the American Kennel Club, and subscribe to the purposes of the Club, and agree to adhere to the Breeder's Code of Ethics; such members shall have full voting rights as prescribed herein.
- b) **Junior Membership** is open to persons 12 through 17 years of age who are in good standing with the American Kennel Club, and subscribe to the purposes of the Club, and agree to adhere to the Breeder's Code of Ethics. Junior members shall enjoy full membership privileges with the exception of voting and holding offices. Upon reaching his/her 18th birthday, a junior member in good standing shall achieve interim regular membership status automatically, provided that he/she had notified the Secretary of his/her eligibility and desire to continue his/her membership.

The interim regular membership shall be terminated if regular dues are not paid by the following May 1st.

- c) **Joint Membership** (two in one household). Joint Membership is open to persons of 18 years of age and older, who are in good standing with the American Kennel Club, and subscribe to the purposes of the Club, and agree to adhere to the Breeder's Code of Ethics; both members of a Joint Membership shall have full voting rights as prescribed herein.
- d) **Associate Membership**. Associate Membership is open to persons of 18 years of age and older, who are in good standing with the American Kennel Club, and subscribe to the purposes of the Club, and agree to adhere to the Breeder's Code of Ethics; because of geographic location these members do not participate in regular Club meetings and can not hold office or vote.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 2. Membership Dues. The Board of Directors shall have the authority to set the amount for membership dues; provided, however, that any increase in amount of dues be approved by the membership acting and voting at the ensuing general meeting for which advance notice of said proposed increase has been sent. Dues are payable on or before the 1st day of May of each year. By March 1st the Treasurer shall send to each member a statement of dues for the ensuing year by individual mail or email. No member may vote whose dues are not paid for the current year.

Section 3. 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 and bylaws, the rules of The American Kennel Club, and the Breeder's Code of Ethics. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. Applicants for voting membership must be present at this meeting; applicants for Associate membership need not be present, but at least one sponsor must be present. The meeting shall then be closed to all except voting members for discussion and consideration of the membership application. Voting will be done by secret ballot, with an affirmative vote of 2/3 of the members present required to approve the new membership.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 4. 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the date upon which they were due; however, the Board may grant an additional 60 days of grace to such delinquent members 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 of Article VI of these bylaws.

In case of death, resignation, or expulsion of any member, all interest in the property of the Club, real or personal, shall be forfeited.

Article II: Meetings and Voting

Section 1. Club Meetings. Meetings of the Club shall be held every other month at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent by the Secretary by either postal or electronic mail at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the voting members in good standing, except that the quorum for annual meetings and bylaws revisions shall be 40% of the voting 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; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be 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 sent by the Secretary by either postal or electronic mail 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 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held every three months at such hour and place as may be designated by the Board. Written notice of each such meeting shall be sent by the Secretary by either postal or electronic mail 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; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall send written notice of such meeting by either postal or electronic mail at least five days and not more than 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 may vote when present at any regular meeting, at a special meeting of the Club, and by written ballot cast by mail in the annual election of the Officers and adoption of amendments to the bylaws. There shall be no voting by proxy. The Officers may decide to submit other specific questions for a vote of the members by written ballot cast by mail, or by electronic mail.

Article III: Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the officers and three other persons, all of whom 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 VI 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 officers shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the Club from its members. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election. Officers shall serve in their respective capacities both with regard to the Club and its meetings and the Officers and their meetings.

- a) The President shall serve for one year and may not serve more than three consecutive one-year terms. The President shall preside at all meetings of the Club and of the Officers, and shall have the duties and powers normally associated with the office of President in addition to those specified in these laws.
- b) The Vice President shall serve for one year and may not serve more than three consecutive one-year terms. The Vice President shall have the duties and exercise the power of the President in case of the President's absence or incapacity. The Vice President shall act as Membership Coord-

dinator, and insure that all applications are complete before forwarding to the Secretary for the Club approval process.

- c) The Secretary shall serve for one year and may not serve more than three consecutive one-year terms. The Secretary shall keep a record of all meetings of the Club and of the Officers, all votes taken by mail or email, and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of Club correspondence, and shall notify members of meetings, notify Officers of their election to office, notify committee members of their appointment, keep a roll of all Club members and their addresses and shall carry out such other duties as are prescribed in these bylaws and as directed by the Officers.
- d) The Treasurer shall serve for one year and may not serve more than three consecutive one-year terms. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit same in the name of the Club in a bank or banks satisfactory to the Officers and shall disperse the Club's funds under the jurisdiction of the Officers. Any payments to the Treasurer shall require the signature of another Officer. The Treasurer's books shall at all times be open to inspection of the Officers, and at every meeting he/she shall report the condition of the Club's finances and every item of receipt or payment not before reported.

At the first meeting of the fiscal year, the Treasurer shall render an account of all monies received and expended during the previous fiscal year, and shall present a proposed, detailed budget for the Club's current year's financial operation.

The Club's books shall be audited at least once each year by a committee designated by the Officers. The Treasurer shall be bonded in such amount as the Officers shall determine.

Section 3. Vacancies. Any vacancies occurring on the Board or among the offices 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 from 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 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. By September 1st of each year 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 Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before October 1st.

- a) 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.

- b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated. This notification shall be made no later than December 1.
- c) Additional nominations may be made at the annual 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.
- d) No person may be a candidate for more than one position.
- e) Nominations cannot be made in any manner other than as provided 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 dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. 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.

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 automatically shall 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 which 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 or 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 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 the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. 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 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 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/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 and signed by 20 percent 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 Secretary received the petition.

Section 2. The constitution and bylaws may be amended by a 2/3 secret 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 four weeks prior to the date of the meeting.

Article VIII: Dissolution

Section 1. The Club 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, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

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 (at annual meeting)
- Election of new members
- Unfinished business
- New 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.

Approved and adopted by unanimous vote of members present June 12, 2010