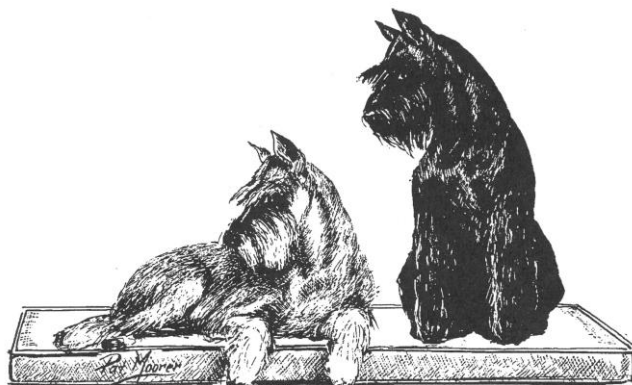


# Standard Schnauzer Club of America, Inc. Constitution and Bylaws



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# STANDARD SCHNAUZER CLUB OF AMERICA CONSTITUTION

## **Article 1**    *Name and Objects*

**Section 1.**    The name of the club shall be the Standard Schnauzer Club of America, Inc.

**Section 2.**    The object of the club shall be:

- a.    to define the standard of the breed and to urge members and breeders to accept the standard as approved by the American Kennel Club as the only standard of excellence by which Standard Schnauzers shall be judged;
- b.    to encourage and promote quality in the breeding of American Kennel Club purebred Standard Schnauzers and to do all possible to bring their natural qualities to perfection;
- c.    to promote the Standard Schnauzer as a show dog, an obedience dog, family dog and a guard dog;
- d.    to serve as a clearing house for the general public for information and news concerning the breeding, care, training and showing of Standard Schnauzers;
- e.    to protect and advance the interest of the breed by encouraging sportsmanship among the owners, breeders and fanciers of the Standard Schnauzer;
- f.    to conduct licensed specialty shows and obedience trials under the rules of the American Kennel Club; and
- g.    to encourage and foster the establishment of regional clubs for the betterment of the breed.

**Section 3.**    The club shall not be conducted or operated for profit and no part of any profits or remainder of 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 objectives.

# STANDARD SCHNAUZER CLUB OF AMERICA BYLAWS

## **Article I**    **Membership**

### **Section 1.**    Eligibility

There shall be four types of memberships open to persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the objects of this club.

- a.    Single membership: Enjoys all the privileges of the club including the right to vote and to hold office.
- b.    Household membership: Open to two persons residing in the same household. They enjoy all the privileges of the club including the right to hold office. Each person is entitled to a vote.
- c.    Foreign membership: Open to persons 18 years of age and older who reside outside of the United States. Foreign members may debate, but shall not make motions nor vote nor hold office and do not count in determining a quorum.
- d.    Local specialty club: May become affiliated with the Standard Schnauzer Club of America by applying to the board of governors. Such application shall contain a list of the membership, the present officers, the length of time the club has been in existence, a list of activities and a copy of its Constitution and Bylaws.

### **Section 2.**    Dues

- a.    The amount of the annual dues for each class of membership shall be proposed by the governing board and voted upon by the membership at any annual meeting or by mail vote.
- b.    Dues shall be payable the first day of January each year and shall become delinquent if not received by the treasurer by the first day of February. The treasurer shall have a dues notification included in the last publication of each year. In addition, the treasurer shall be responsible for having a Dues Statement/Renewal Form included with the last publication of the year. This statement shall include the amount due for each class of membership, any other pertinent information, and the name and address of the treasurer.
- c.    In mid-January the treasurer shall send a notice to all non-renewed members who have not renewed on which is printed the first sentence of Article 1, Section 4(b) of the Bylaws. Dues not paid by the February 1<sup>st</sup> deadline shall result in lapsed membership.
- d.    During the first week of March, the treasurer shall send the secretary and the keeper of the official membership list the names and addresses of memberships that have lapsed. In no case shall a member whose dues are unpaid as of the date of any club meeting be entitled to vote at that meeting or to register a vote by mail.

### **Section 3.**    Election to Membership

- a.    Applicants for membership shall apply on a form provided by the club stating that the applicant agrees to abide by this Constitution, Bylaws, Code of Ethics and the rules of the American Kennel Club. The applicant shall carry the endorsement of two members in good standing with the Standard Schnauzer Club of America and the American Kennel Club who do not reside in the same household with the applicant. This application must be accompanied by dues payment for the current year.
- b.    The receipt of applications for membership shall be acknowledged within 15 days by the membership chairperson or the secretary, who shall publish notice of these applications and their sponsors in the next club publication. Applicants for membership shall receive the most current club publication and continue to receive publications until the board of governors acts on their applications.
- c.    Objections to the acceptance of the applicant must be received by the secretary in writing by the date specified in the publication.
- d.    Applicants may be elected by ballot at any meeting of the board of governors or by a written ballot of the board by mail, fax, or other acceptable means of electronic communications as required by Article II, Section 3. An affirmative vote of 2/3 shall be required to elect an applicant.
- e.    Applicants for membership who have been rejected by the board may reapply after six months.

#### **Section 4.** Termination of Membership

- a. By resignation: Any member in good standing may resign from the club by written notice to the secretary, but no member's resignation shall be accepted until all outstanding debts to the club are paid. Dues obligations are considered a debt to the club, and they become incurred on January 1<sup>st</sup>.
- b. By lapsing: A membership will be considered lapsed and automatically terminated if such member's dues are not paid by February 1<sup>st</sup>. The secretary will notify in writing members whose membership has lapsed. Membership lost due to unpaid dues may be regained by reapplication.
- c. By expulsion: A member may be terminated by expulsion as provided in Article VI, Section 4 of those Bylaws.

### **Article II Meetings**

#### **Section 1.** The Annual Meeting

The annual meeting of the club shall be held in conjunction with the national specialty. The exact place, date and hour of the annual meeting shall be determined by the board of governors at least 45 days prior to such show. Members shall be notified of the meeting by the secretary at least 30 days prior to the date of the meeting. The quorum of the annual meeting shall be ten percent of the dues paid members in good standing with the Standard Schnauzer Club of America and the American Kennel Club.

#### **Section 2.** Special Meetings

Special meetings may be called by the president or by a majority vote of the members of the board who are either present at a meeting of the board or who have voted by mail, fax or other acceptable means of electronic communication as required by Article II, Section 3. The board of governors is responsible for setting the date, place, and hour of such meeting. Meetings shall also be called by the secretary upon receipt of a petition signed by ten percent of the dues paid members in good standing. If a special meeting is called by petition, the board of governors is the body responsible for setting the place, date and hour of such meeting. Written notice of such meeting shall be mailed by the secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting, and no other club business may be transacted.

#### **Section 3.** Board Meetings

There will be a minimum of two board meetings each calendar year. At least one board meeting (the annual board meeting) shall be held in conjunction with the annual national specialty. A second board meeting (the interim board meeting) shall be held approximately six months before or after the specialty, at a place, date and hour selected by the board and convenient to board members that live the greatest distance from the location of the national specialty in that calendar year. As an alternative to an interim board meeting as described above, the Board may elect to hold interim meetings via telephone or video conferencing, provided that all members in attendance are in simultaneous communication. The Secretary shall poll the Officers and Governors at the beginning of each year as to the preferred format for the interim meeting(s). The decision of the Board regarding the preferred format and the date(s) for the interim meeting(s) shall be published in the March 1 issue of the Pepper 'N Salt. In addition to these two meetings, additional meetings may be called at such place, date and hour as designated by the board. Notice of each meeting shall be provided, with an agenda, by the secretary to each member of the board at least five (5) days prior to the date of the meeting. A quorum for annual and interim board meetings shall consist of a majority of the board, at least two of whom shall be officers.

The governors may conduct business by mail, fax, or other methods, where members are not in simultaneous communication, provided all votes requiring a secret ballot are subsequently confirmed by each Officer and Governor participating. The Secretary shall request a confirmation of each such vote from participating members for actions taken during these communications. The board member will confirm their vote and return their response to all board members within five (5) business days following the meeting. The minutes of all meetings and the record of all votes taken by the board of governors at any meeting shall be reported to the general membership in the next club publication following the vote.

## **Article III Officers and Governors and American Kennel Club Delegate**

### **Section 1. Officers**

The club's officers shall consist of the president, first vice president, second vice president, secretary and treasurer, all of whom shall be members in good standing and shall be residents of the United States. They shall serve in their respective capacities both with regard to the club and its meetings and to 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 first vice president shall have the duties and exercise the powers of the president in case of the president's absence from the country or incapacity. If the president is unable to attend the annual meeting, the first vice president shall act as chairperson.
- c. The second vice president shall have the duties and exercise the powers of the president in case of the president's and the first vice president's resignation, death, absence from the country or incapacity. If the president and the first vice president are unable to attend the annual meeting, the second vice president shall act as chairperson.
- d. The secretary shall keep the minutes and be the custodian of all proceedings at the club meetings and at meetings of the board of governors. If records are kept electronically, a hard copy must be maintained as part of the club's permanent files. The secretary shall be the custodian of all records, keep committee reports and send notice to the membership or publish in a club publication the notice for all meetings. The secretary shall be responsible for all general correspondence of the club which is not a function proper to any other office or committee.
- e. The treasurer shall collect and receive the funds of the club and shall deposit same in the name of the club in a bank satisfactory to the board. The treasurer shall prepare an annual operating budget to be approved by the board within 60 days after assuming office. The treasurer shall be bonded and shall disburse budgeted funds as directed by the board of governors, the president or the membership at the annual meeting. The treasurer shall render a quarterly report to each member of the board and to the membership at large. The quarterly report to the membership shall be published in the publication closest to the quarter. The treasurer shall send an annual financial statement at the close of each fiscal year to the membership or publish it in the first publication following the close of the fiscal year. The financial records and books shall at all times be open to inspection by the board and shall be open to the committee or professional audit firm at the time of its audit. It shall be the responsibility of the treasurer to collect dues, and he/she shall send statements according to Article 1, Section 2(b), of these Bylaws. If records are kept electronically, a hard copy must be maintained as part of the club's permanent files.

### **Section 2. Board of Governors**

- a. The board shall be comprised of the five officers of the club plus six other persons from the membership at large, all of whom shall be members in good standing who are residents of the United States. The officers shall serve for one-year terms, and three governors shall be elected annually to serve two-year terms as provided in Article IV, Section 5 and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of governors.
- b. No officer can serve for more than four consecutive terms in the same office. The office must be vacated for a minimum of two years before a person is eligible for re-election to that office.
- c. No governor can serve more than three consecutive terms in the same office.
- d. All officers and governors shall be expected to attend in person a minimum of one board meeting per calendar year. A member of the board who has two consecutive, unexcused absences from the board meetings may be removed from office at the discretion of the board; however, said member shall first be given a hearing in which he/she will be allowed to present his/her reasons for the absences, thus affording board members an opportunity to excuse them.

### **Section 3. Vacancies**

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 of the then-members of the board; except that vacancy in the office of president

shall be filled by the first vice president and resulting vacancy in the office of the first vice president shall be filled by the board.

**Section 4.** Delegate

A delegate to the American Kennel Club shall be appointed annually by the board of governors and shall serve no longer than 10 years or until a successor has been duly appointed and has qualified. The delegate shall attend all meetings of the delegate body of the American Kennel Club and shall advise the membership of all matters pertinent to the club and the membership. The delegate shall serve as liaison between the American Kennel Club and the club in all matters authorized by the board and shall act upon the board's instructions.

**Section 5.** Articles of Indemnification

The Standard Schnauzer Club of America shall and hereby does indemnify all present and former officers and directors of the Standard Schnauzer Club of America and their respective heirs, administrators, successors, and assigns, for expenses and costs (including attorneys' fees) actually and necessarily incurred by him/her in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such director or officer, except in relation to matters as to which he/she shall have been found guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

**Article IV The Club Year, Voting, Nominations and Elections**

**Section 1.** Fiscal Year

The fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 2.** Club Year

The club year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>. All officers and governors shall take office on the first day of January following their election and serve until the end of their terms or until their successors are elected. Retiring officers shall turn over to their successor in office all properties and records relating to their respective offices within 30 days after leaving office.

**Section 3.** Voting

- a. No member shall vote by mail or at a special or annual meeting occurring after the first day of January unless his/her dues are paid. At all meetings of the club, voting shall be limited to members in good standing present at the meeting. There shall be no voting by proxy. Action at meetings shall be by majority vote of members present and voting, unless herein otherwise provided. The exception to this is amending the Constitution, Bylaws or the American Kennel Club Standard for the Breed as provided in Article VI, Section 4 or dissolution as provided in Article VII.
- b. Voting by Mail – Elections  
The secretary shall mail a separate ballot to each dues paid member in good standing. Enclosed with each ballot shall be a blank envelope and a return envelope marked "Standard Schnauzer Club of America Ballot" addressed to the head teller or designated professional firm who is to receive the ballots marked. Each voter shall sign the mailing envelope and include his/her return address. The outer envelopes shall be held and delivered unopened to the tellers' meeting, place, date and hour of which shall be set by the head teller between November 15<sup>th</sup> and December 15<sup>th</sup>. The tellers shall certify the eligibility of the voters prior to opening the outer envelopes and removing the sealed blank envelopes. The tellers shall keep the mailing envelopes and the ballots for presentation at the next meeting of the club or board. Each candidate may send one official observer to the tellers' meeting.
- c. Voting by Mail – All Other Business  
A vote of the membership may be taken by mail on any matter that the board of governors decides is urgent enough not to be held over until the annual meeting. Results of the vote shall appear in the next

club publication after the vote is recorded. All ballots shall be retained by the secretary until the next annual meeting, at which time a vote will be taken to either hold or destroy them.

**Section 4.** Quorum

- a. The quorum for the annual meeting or a special meeting shall be ten percent of the dues paid members in good standing with the Standard Schnauzer Club of America and the American Kennel Club.
- b. A quorum of any meeting, by any means, of the board of governors shall consist of a majority of the board, at least two of whom shall be officers.
- c. A quorum for a vote taken by mail shall exist when thirty-five percent of the eligible members have voted.



## **Section 5.** Nominating Committee

- a. Prior to the month of May, the board shall select a nominating committee consisting of five members, not more than one of whom may be a member of the board. The board shall name a chairperson for the committee.
- b. The nominating committee may conduct its business in person, by mail, telephone conference call or other acceptable electronic means.
- c. The nominating committee shall nominate one candidate for each office, and for each other position on the board of governors. It shall procure the written acceptance of each nominee. The committee must consider geographical representation of the officers and members of the board to the extent that it is practical to do so.
- d. The nominating committee shall submit its nominations to the secretary in writing prior to August 1<sup>st</sup>. The secretary shall mail the slate, including the candidates' full address and resume, to each member of the club before August 15<sup>th</sup> by first-class mail.
- e. Additional nominations of eligible members may be made by written petition addressed to the secretary and received on or before September 15<sup>th</sup>. Each petition shall be signed by five members, none of whom shall be candidates for office, and accompanied by the written acceptance of each such additional nominee signifying willingness to be a candidate.
- f. If no valid additional nominations are received by September 15<sup>th</sup>, the nominating committee's slate shall be declared elected and no balloting will be required.
- g. The board shall name either a professional firm or a head teller and two other tellers who shall be members in good standing, none of whom shall be candidates for office and one of who must be a current officer or governor. Ballots shall be mailed to the head teller or professional firm. The board shall set a date and hour between November 15<sup>th</sup> and December 15<sup>th</sup> for the election ballots to be opened and counted by the tellers.
- h. If one or more valid additional nominations are received on or before September 15<sup>th</sup>, the secretary shall on October 15<sup>th</sup>, by first-class mail send to each dues paid member a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside. Each single or household member shall receive a separate ballot form. The voting deadline is November 15<sup>th</sup>. The secretary shall include a blank envelope(s) and a return envelope addressed to the head teller (or designated professional firm) marked "Ballot" and bearing the name(s) of the member(s) to whom it was sent. Each voter, after marking the ballot, shall seal it in his/her blank envelope which, in turn, shall be placed in the return envelope. All ballots must be received by the head teller or professional firm on or before the November 15<sup>th</sup> deadline. The tellers shall check the return envelopes against the list of members whose dues are paid for the current year prior to opening the outer envelopes, thereby certifying the eligibility of the voter(s). Certification of the voters, as well as the results of the voting, shall be published in the next club publication.
- i. All candidates shall be notified of the results in writing by the head teller postmarked no later than two working days after the vote count is completed.

## **Section 6.** Candidates

- a. No person may be a candidate in the club election who has not been nominated in accordance with the Bylaws.
- b. All candidates must have completed two years of continuous membership.
- c. All candidates must reside in the United States.

## **Article V Committees**

### **Section 1.**

Each year the board of governors shall appoint standing committees to advance the work of the club in such matters as the Standard for the Breed, specialty, membership, performance, club bulletin and other fields which may well be served by committees.

## **Section 2. Auditing Committee**

An auditing committee of three members (or, if deemed necessary, a professional auditor may be hired in lieu of an auditing committee) shall be appointed by the board of governors whose duty it shall be to audit the treasurer's accounts at the close of the fiscal year and to report results to the board and in the first official publication of the club for the ensuing year.

## **Section 3.**

Special Committees may also be appointed by the president with board approval to aid particular projects.

## **Section 4.**

Subject to the approval of the board, any committee appointment may be terminated by the president upon written notice to the appointee; and the president may appoint, with board approval, successors to those persons whose services have been terminated.

## **Section 5.**

The president shall be a member ex-officio of all committees except the auditing and nominating committees.

## ***Article VI Discipline***

### **Section 1.**

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

### **Section 2.**

Any member may prefer charges against a fellow member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the secretary, together with a deposit of fifty dollars, 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 the accused and to members of the board. 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 or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the board or a committee of not less than three members of the board, not less than three weeks nor more than six weeks thereafter. The board may consider charges by telephone conference call; however, all items voted on by telephone conference call must be confirmed in writing within seven days. The selection of the place, date and hour of the hearing shall be made with a view towards the convenience of the board and especially the member complained against. 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 appear in his/her own defense and bring witnesses if he/she wishes, or by written deposition.

### **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 by a two-thirds vote of the board, after hearing all the evidence and testimony presented by the complainant and defendant, the board may suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months; and, if it 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/her fellow members at the ensuing club meeting which considers the recommendation of the board. 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 decision and penalty, if any.

#### **Section 4.** Expulsion

Expulsion of a member from the club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf or by written deposition, though no evidence shall be taken at this meeting. The president shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

### **Article VII Dissolution**

The club may be dissolved at any time by the written consent of not less than two-thirds 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 distributed to a non-profit organization or organizations devoted to the interest of pure-bred dogs, selected by the board of governors.

### **Article VIII Amendments**

#### **Section 1.**

Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the board of governors or by written petition addressed to the secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of governors and must be submitted 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 or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment(s) has been mailed by the secretary to each member in good standing on the date of mailing, accompanied by a ballot for each single or household member on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures as described in Article IV, Section 3(b) shall be followed in handling such ballots, to assure secrecy of the vote. The notice shall specify a date not less than 45 days after the date of mailing by which date the ballots must be returned to the secretary. A committee of three tellers appointed by the board of governors shall count the ballots. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment, the thirty-five percent mail quorum being in effect.

#### **Section 3.**

No amendment to the Constitution and Bylaws or to the Standard for the Breed that is adopted by the club shall become effective until it has been approved by the board of governors of the American Kennel Club.

## **Article IX Parliamentary Authority**

The current edition of *Robert's Rules of Order, Newly Revised*, shall govern the club in all cases in which they are not inconsistent with the Constitution, Bylaws or the special rules of order of this club.

## **Article X Order of Business**

### **Section 1.**

At the 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
- ◆ Reading of minutes of last meeting
- ◆ Report of the Board
- ◆ Report of the President
- ◆ Report of the Secretary
- ◆ Report of the Treasurer
- ◆ Report of the Delegate
- ◆ Report of the Committees
- ◆ Unfinished Business
- ◆ New Business
- ◆ Adjournment

### **Section 2.**

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

- ◆ Reading of the minutes of last meeting
- ◆ Report of the Secretary
- ◆ Report of the Treasurer
- ◆ Unfinished Business
- ◆ Election of New Members
- ◆ New Business
- ◆ Adjournment