

# SOUTHERN CHOW CHOW CLUB, INC

## Constitution and Bylaws

### Constitution:

Article 1. Name, Colors and Objectives.

Section 1. Name and Colors:

- (a) The name of the Club shall be the *Southern Chow Chow Club, Inc.*
- (b) The *Southern Chow Chow Club, Inc* colors shall be green and white.

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote the breeding of quality in pure-bred Chows 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 Chows shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials.
- (d) To conduct sanctioned and licensed specialty shows and obedience trials 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.

Section 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

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### **By-Laws:**

#### Article 1. Membership

- Section 1. Eligibility. Membership shall be open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purpose of this Club. In addition to the regular membership there shall be:
- (a) Junior Membership which shall be open to all persons 10-18 years of age.
  - (b) An Honorary Membership may be created, with the permission of the member, in recognition of significant contributions to the Club by election with an affirmative vote of 2/3rds of the members present and voting at a regular meeting of the Club. They shall be exempt from dues, and shall not have voting privileges. They may obtain voting privileges by payment of dues.
  - (c) While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors and dog owners in the immediate area of Southern.

- Section 2. Dues. The fiscal year of the Club shall begin on the 1st day of August and end on the 31<sup>st</sup> day of July. Membership dues shall be determined by the Board of Directors by June of each year at a figure no greater than twenty-five dollars (\$25.00) for regular memberships or ten dollars (\$10.00) for Junior memberships. Dues are payable on or before the 1st day of August of each year. No member whose dues are not paid for the current fiscal year may vote or be entitled to any other privileges or benefits of membership. During the month of June the Treasurer shall send to each member a statement of his dues for the ensuing fiscal year. The Treasurer shall send a second statement on August 10<sup>th</sup> to those members whose dues are unpaid, giving notice of lapse of membership on September 1st.

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- 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 these constitution and by-laws and the rules of 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 of the Club, in good standing, who shall not be of the same household or the same immediate family as the applicant or each other. 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. At the next Club meeting the application will be voted upon and affirmative votes of 3/4rds of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
  - (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such members dues have not been paid by September 1st; however, the Board may grant an additional 30 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 Article VI of these by-laws.

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### Article II. Meetings and Voting

Section 1: Club Meetings. Meetings of the Club shall be held during the months of March, June, September and December at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 20 days and not more than 30 days prior to the date of the meeting. The quorum for such meetings shall be 20% 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; 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 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 Secretary at least 20 days and not more than 30 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% of the members in good standing.

Section 3: Board Meetings. Meetings of the Board of Directors shall be held during the months of February, May, August and November at such hour and place as may be designated by the Board Of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 20 days and not more than 30 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

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- Section 4. Special Board. 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 at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least 20 days and not more than 30 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 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/she is present. Proxy voting at any Club meeting or election will not be permitted. There shall be no voting by mail except:
- (a) for the election of the Judge for the Club's Specialty Show, and
  - (b) for such other items as a majority of the Board of Directors shall elect to submit to the membership for its approval or opinion.
- Article III Directors and Officers.
- Section 1. Board of Directors. The Board shall be comprised of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer and six 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 IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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- Section 2. Officers. The Club's officers, consisting of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> 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 by-laws.
  - (b) The 1<sup>st</sup> Vice President or, in his/her absence or disability, the 2<sup>nd</sup> Vice President, shall have the duties and exercise the powers of the President in the 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. He/she shall 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 by-laws.
  - (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. His/her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. There shall be an annual audit by a committee of three members appointed by the Board. This audit must be completed before the annual meeting and reported on at the annual meeting. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
  - (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and seven other persons.

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- 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 appropriately by the 1<sup>st</sup> Vice President and the resulting vacancy in the Office of Vice President shall be filled by the Board.
- Article IV. The Club Year, Annual Elections
- Section 1. Club Year. The Club's fiscal year shall begin on the 1<sup>st</sup> day of August and end on the 31<sup>st</sup> day of July. 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 September at which Officers and Directors for the ensuing year shall be elected by secret written 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 his/her successor in office all properties and records pertaining to that office within 30 days after the election.
- Section 3. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The six 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 March, 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

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The committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before June 30<sup>th</sup>.

- (a) The Committee shall nominate one candidate for each office and six candidates for the six other 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 before July 31<sup>st</sup> notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the September meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.
- (d) 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 the specialty 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 appointed 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.

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### 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. Advertising. No member of this Club may state in any printed materials or written advertisements for his stock or kennel that he/she is a member of this Club. To refer to membership in this Club in any such advertisement would be a violation of these By-Laws and would subject such a member to disciplinary action.
- Section 3. Selling. No member of this Club may sell Chows to dealers or to pet shops. To do so would subject such a member to disciplinary action.
- Section 4. Charges. Any member may prefer charges against a 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 \$10.00 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 or 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 not less than 3 weeks nor more than 6 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/her own defense and bring witnesses if he/she wishes.

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- Section 5. 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 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 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 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 6. Expulsion. Expulsion of a member from this 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 5 of this Article. Such a proceeding 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written 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.

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### **Article VII. Amendments.**

Section 1. Amendments to the constitution and By-Laws may be proposed by the Board of Directors 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 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 By-Laws 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.

### **Article VIII. Dissolution.**

Section 1. Dissolution. 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 the law, none of the property of the Club not 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.

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### **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:

1. Roll Call
2. Reading of minutes of last meeting
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Reports of Committees
7. Election of Officers and Board (at annual meeting)
8. Election of new members
9. Unfinished business
10. New business
11. 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:

1. Reading of minutes of last meeting
2. Report of Secretary
3. Report of Treasurer
4. Reports of Committees
5. Unfinished business
6. New business
7. Adjournment