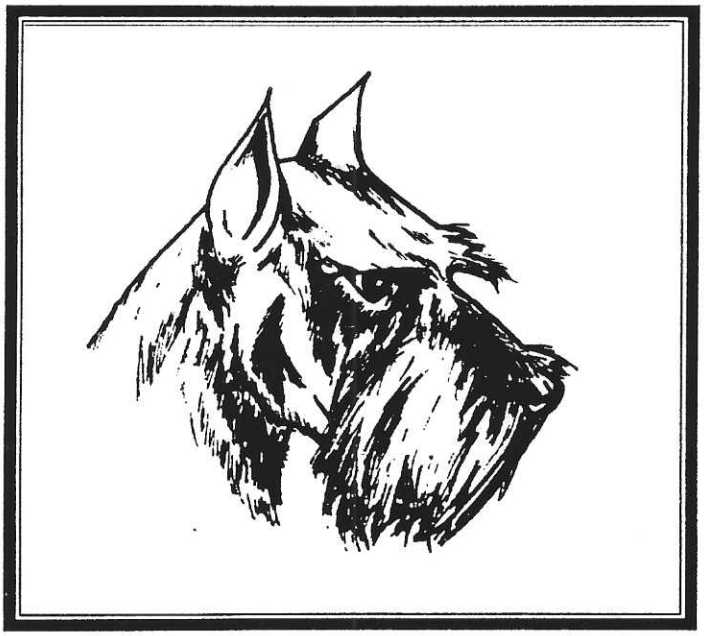
POTOMAC VALLEY

STANDARD SCHNAUZER

CLUB, INC.



CONSTITUTION AND BY-LAWS

(REVISED January 1998)

POTOMAC VALLEY STANDARD SCHNAUZER CLUB, INC
CONSTITUTION AND BY-LAWS

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POTOMAC VALLEY STANDARD SCHNAUZER CLUB, INC
CONSTITUTION AND BY-LAWS

ARTICLE I: NAME AND OBJECTIVES

SECTION 1.

The name of the Club shall be the Potomac Valley Standard Schnauzer Club.

SECTION 2.

The objectives of the Club shall be:

A. To encourage and promote quality breeding of pure-breed Standard Schnauzers in keeping with the standards of the breed as approved by the American Kennel Club.

B. To popularize the Standard Schnauzer with the general public.

C. To promote the breed standard approved by the American Kennel Club as the only standard of excellence by which Standard Schnauzers shall be judged.

D. To do all in it's power to protect and advance the interest of the breed by encouraging sportsmanslike competition at all dog events.

E. To serve as a clearing house for information and news concerning the breeding, raising, training and showing Standard Schnauzers.

F. To conduct sanctioned and licensed speciality shows and obedience trials under the rules of the American Kennel Club.

G. To act as a regional Club intended to serve the fanciers in the Washington D.C./Baltimore metropolitan area.

SECTION 3.

The Club shall not be conducted or operated for profit. 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.

ARTICLE II. MEMBERSHIP

SECTION 1. ELIGIBILITY

There shall be two types of membership:

A. Junior Membership: For those 10 years up to 18 years of age who have an immediate family member who is a regular member in good standing.

B. Regular Membership: For those 18 years and older in good standing with the AKC and who subscribe to the purposes of this club.

SECTION 2. DUES

Dues notices will be sent to all members by February 1 by the secretary.

The dues year begins March 1 and ends the last day of February the following year. The dues date of 1 March may be extended up to one month if approved by a majority vote of the Board of Directors.

No member may vote, nominate, or be nominated if dues have not been paid for the current dues year.

Dues for Regular and Junior members shall be charged in the amount proposed by the Board of Directors and approved by a majority vote of the members present and voting at the next regular club meeting.

By a majority vote of the Board of Directors, change of dues amounts may be put to the members. The proposal shall be published in the Club bulletin and approved by the majority of members present and voting at the next regular or special meeting. Changes in the amount of dues shall become effective with the next dues year.

SECTION 3. ELECTION TO MEMBERSHIP

Each applicant for membership shall apply on the official application form approved by the Board of Directors. This form identifies the applicant, the endorsement of one member in good standing with the club, and includes a statement that the applicant agrees to abide by Club's constitution and by-laws and the rules of the American Kennel Club.

Accompanying the application shall be dues payment for the current year, on a six month pro-rated basis.

All applications are to be filed with the Secretary. Upon receipt of an application, the Secretary shall submit for publication in the next Club's bulletin a statement introducing the applicant. This statement will include the applicant's name, address, and the name of the endorsing member.

Members shall have two weeks to submit comments to the Secretary and these comments will be reported at the next meeting by the Secretary. A vote to accept the applicant for membership will be taken at the next Club meeting. An applicant receiving affirmative votes of three-fourths of the members present and voting will be duly accepted as a member. Applicants who have been rejected for membership in the Club will have their application and fee refunded.

They may re-apply six months after the voting date.

SECTION 4. TERMINATION OF MEMBERSHIP

Membership may be terminated by:

A. Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. No membership dues will be refunded.

B. Termination. Membership will be considered lapsed and automatically terminated if such member's dues remain unpaid after the new dues year begins.

C. Suspension/Expulsion. A membership may be suspended or terminated by expulsion as provided in Article VII of these constitution and by-laws. Dues will not be refunded for the period of suspension or in the case of expulsion.

ARTICLE III. MEETINGS

SECTION 1. CLUB MEETINGS

The Club shall hold at least six meetings a year, including the months of April and May for the purpose of nominating and electing Club officers and Board members. Meetings will be held within the greater metropolitan Washington area and written notice of such meetings shall be mailed at least ten days prior to the date of the meeting.

SECTION 2. SPECIAL CLUB MEETINGS

Special Club meetings may be called:

A. by the President, or

B. by a majority vote of the Board members attending any regular or special meeting of the Board, or

C. by the Secretary upon receipt of a petition signed by five Club members who are in good standing.

Special meetings shall be held at such hour and place within the greater metropolitan Washington area as may be designated by the person or persons authorized to call such meetings.

The Secretary shall mail a notice of Special meetings to all members at least 10 days prior to the date of the meeting. The notice shall state the time, place and purpose of the meeting. No other Club business may be transacted at this meeting.

SECTION 3. BOARD MEETINGS

The Board of Directors shall hold such meetings as they deem necessary, but shall meet at least once every two months. The Board will designate the time and place within the greater metropolitan Washington area. A quorum for Board meetings shall be a majority of the Board. Written notice of such meetings shall be mailed at least 10 days prior to the date of the meeting.

SECTION 4. SPECIAL BOARD MEETINGS

Special Board meetings may be called by the President; or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special Board meetings shall be held at such hour and place within the greater metropolitan Washington area as designated by the person authorized herein to call such meetings. Notice of such meetings shall be made at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING

Each member in good standing shall be entitled to one vote at any scheduled or special general meeting of the Club. Proxy voting will not be permitted at any Club meeting or election. Junior members are ineligible to vote.

SECTION 6. QUORUM REQUIREMENTS

For all meetings defined by Section 1 and Section 2 of this Article, a quorum shall be defined as 20% of the voting members in good standing residing in the greater metropolitan Washington area, including at least one officer and at least one other officer or Board member.

For purposes of determining quorum requirements, the greater metropolitan Washington area is defined as that area within 20 miles of the Beltway surrounding Washington, D.C.

Those members who attend a meeting, but reside outside of the greater metropolitan Washington area, shall be counted toward meeting quorum requirements, but shall not be counted in the determination of minimum number of necessary for a quorum.

ARTICLE IV. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and four other elected Directors. General management of the Club's affairs shall be entrusted to the Board of Directors. Furthermore, these members at large shall serve as corporation directors during their tenure of office.

SECTION 2. OFFICERS

The Club's officers, 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 meeting.

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 specified in these constitution and by-laws.

B. The Vice-President shall have the duties and exercise the powers of the President in case of the President death, absence, or incapacity.

C. The Secretary shall keep a record of all Club and Board meetings, and of all matters of which a record shall be ordered by the Club.

The Secretary shall update the Membership Roster and provide a list of all PVSSC Members in good standing. This list shall be available one month after dues are due.

The Secretary shall have charge of the correspondence, notify members of Special meetings, maintain membership, and carry out such other duties as are prescribed in these constitution and by-laws.

D. The Treasurer shall collect and receive all monies due or belonging to the Club. An account in the Club's name will be maintained in a bank satisfactory to the Board. Monies shall be deposited in and all bills incurred by the Club will be paid from these accounts.

The financial records shall at all times be available for inspection by the Board. A report will be prepared for each Board meeting stating the condition of the Club's finances and every item of receipt or payment not before reported. This report will also be given at the next general meeting. At the annual meeting a report will be rendered to account for all monies 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. VACANCIES

Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by the President, subject to the approval of a majority vote of the Board of Directors. The position of any officer or member of the Board shall be declared vacant if the individual filling that position misses four consecutive general meetings or any two consecutive Board meetings. These conditions shall be in effect unless specifically and individually set aside by an act of the Board of Directors. The Board shall be permitted to extend the period one time only for an additional two

consecutive general meetings or one Board meeting.

SECTION 4. ELIGIBILITY FOR OFFICE

To be eligible to serve as an officer, as a member of the Board, or to be appointed to fill a vacant officer or Board position, an individual must have been a member in good standing for at least one year prior to his election or appointment.

SECTION 5. TERMS OF OFFICE

The term of office for all officers shall be one year. The term of all other elected Board members shall be two years.

Officers and Directors shall take office immediately upon the conclusion of the annual meeting and shall serve until their successors are elected. Each retiring officer within 30 days after the election, shall turn over to his successor all properties and records relating to that office.

All officers and Board members shall be limited to two consecutive terms of office in the same position. An individual may be reelected to a position previously held provided it has been filled for at least one full term of office by another individual. An individual may serve in one position for a maximum of two terms and then be elected to another (different) position.

ARTICLE V. THE FISCAL YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. FISCAL YEAR

The Club's fiscal year shall begin on the first day of May and end on the thirtieth day of April.

SECTION 2. ANNUAL MEETING

The annual meeting shall be held in the month of May, at which time directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article.

SECTION 3. ELECTIONS OF OFFICERS

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. For vacant positions on the Board, the nominated candidates who receive the greatest number of votes for such positions shall be declared elected. In case of a tie, a run-off election will be held at this annual meeting.

Thus two members shall be elected in one year to serve a two-year term with the other two members being elected the following year.

In the event that there is no opposition to the individual proposed by the Nominating committee, the President shall direct the Secretary to cast one vote for that individual and the

election or meeting shall proceed.

SECTION 4. NOMINATIONS

During the month of January, the Board shall select a nominating committee consisting of a Chairman, two committee members and two alternates. Not more than one Board member shall serve on the committee. The Secretary shall immediately notify the Chairman, committeemen and alternates of their selection.

A. It shall be the Chairman's duty to hold a committee meeting on or before February 15.

B. No person may be a candidate in a Club election who has not been nominated.

C. No person may be a candidate for more than one position.

D. The Committee shall nominate one candidate for each office and one candidate for each of the two other positions on the Board. After securing the consent of each person so nominated, the Chairman shall immediately report the slate of nominations to the Secretary.

E. Upon receipt of the nominating committee's report, the Secretary shall on or before March 30 notify each member in writing of the candidates as nominated.

F. At the April meeting, additional nominations by members present and voting may be made of those members who have not accepted a nomination of the Nominating Committee. If the person so nominated accepts the nomination and does not decline when his name is called he will be a candidate for this position. Further, 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 a willingness to be a candidate. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

G. The position of a current Board Member nominated for an Officer's position shall be filled by the elected Board of Directors upon his election to office. No vacancy is created until after the election.

ARTICLE VI. COMMITTEES

SECTION 1.

The Board may appoint standing committees each year to advance the work of the Club in such matters as dog shows and obedience trials, trophies, annual prizes, membership and other fields which may 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 on

particular projects.

SECTION 2.

Any committee appointment may be terminated by a majority vote of the full membership or the Board upon written notice to the appointee. The Board may appoint successors to those persons whose services has been terminated.

ARTICLE VII. DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION

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

SECTION 2. CHARGES

Any member may bring charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written specified charges must be filed (in duplicate) with the Secretary, together with a ten dollar deposit which shall be forfeited if such charges are not substantiated. The Secretary shall promptly notify the Board and the Board shall meet and fix a hearing date of not less than three weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, return receipt , together with notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

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. If punishment by suspension is deemed insufficient, the Board may recommend to the membership that the penalty be expulsion. 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 findings 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 a 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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 VIII. 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 petition shall be promptly considered by the Board of Directors. The Board must give the Secretary its recommendations to the proposed petition for submission to the members. A vote on the proposed amendment must take place 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 two-thirds 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 meeting.

ARTICLE IX. DISSOLUTION

SECTION 1.

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, 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. After payment of the debts of the Club, its property and assets shall be given to a charitable and/or non-profit organization for the benefit of dogs which selection will be made by the Board of Directors.

ARTICLE X. 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 Board (to include reading of minutes of last Board meeting)

- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2.

At the 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 XI. RULES OF ORDER

SECTION 1.

The rules contained in Robert's Rules of Order (latest revised edition) shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the constitution and by-laws or special rules of order of this Club.