

Constitution

ARTICLE I

Name and Objects

SECTION I: The name of the club shall be **Denver Samoyed Association, Inc.**

SECTION II: The objects of the club shall be:

- A. To encourage and promote the exhibition and training of purebred Samoyeds 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 Samoyeds 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, obedience trials, and sledding activities.
- D. To conduct sanctioned and licensed specialty shows, and obedience trials.

SECTION III: 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 IV: 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 objects.

By-Laws

ARTICLE I

Membership

SECTION I: Eligibility:

Two types of membership shall be available.

A. Individual/Family membership:

This membership shall be available to all persons eighteen (18) years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. The family membership plan shall be limited to any two (2) members of a family, each to have voting privileges. Additional members of that family may apply as individual members.

B. Junior membership:

This status will be accorded to anyone between ten (10) and seventeen (17) years of age, who is willing to join and pay dues until they have attained their eighteenth (18th) birthday, at which time they shall become individual members. Junior members shall hold no office or chairmanship, and are ineligible to vote.

SECTION II: Dues:

Membership dues shall not exceed \$35.00 per year. Dues are payable on or before the JANUARY meeting of each year. No member may vote whose dues are not paid for the current year. During the month of NOVEMBER, the Treasurer shall send to each member a statement of dues for the ensuing year.

All applicants filing for membership after JULY first (1st) of each year will be required to submit one-half (1/2) of the annual dues with the application.

SECTION III: Election to Membership:

Prior to submitting application for membership, the individual must attend two (2) meetings within a six (6) month time frame.

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 this constitution and by-laws and the rules of the American Kennel Club. The application shall state the name and address of applicant and list of AKC registered Samoyeds of the applicant. It shall carry the endorsement of two (2) members, residing in different households, who are in good standing with AKC.

As part of the application for membership, applicants shall submit records of dog ownership and show participation for the past two years and of breeding activity for the past three years. Applications not including this information shall be returned to the applicant for completion and resubmission. An appropriate form for reporting this information shall be provided to each applicant.

Accompanying the application for membership, the prospective member shall submit payment of dues for the current year.

All applications are to be filed with the Recording Secretary and read at the first (1st) meeting of the club following its receipt. At the second (2nd) club meeting, after receipt of the application, election to membership will be voted upon by secret ballot. Affirmative votes of three-fourths (3/4) of the members present and voting at the meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may no re-apply within six (6) months after such rejection.

SECTION IV: Termination of membership:
Memberships may be terminated by:

- A. 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 at the JANUARY meeting.
- B. Lapsing: A member will be considered as lapsed and unable to vote if dues are not paid by the JANUARY meeting. A person will be automatically terminated if such members' dues remain unpaid by the close of the FEBRUARY meeting. However, the Board may grant an additional thirty (30) days grace period to such delinquent members in meritorious cases.
- C. Expulsion: A member may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Meetings and Voting

SECTION I: Club Meetings:
Meetings of the club shall be held in the greater Denver area as designated by the Board. Meetings shall be in the third (3rd) week of each month. Written notice shall be mailed by the Corresponding Secretary, ten (10) days in advance of the meeting. The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

SECTION II: Special Club Meetings:
Special club meetings may be called by the President or by a majority vote of the members of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Recording Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held in the greater Denver area and at such 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 Corresponding Secretary at least five (5) days and not more than fifteen (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 twenty percent (20%) of the members in good standing.

SECTION III: Meetings of the Board of Directors shall be held in greater Denver area in the months of JANUARY, MARCH, MAY, JULY, SEPTEMBER and NOVEMBER at the hour and place designated by the Board. Notice of each meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be a majority of Board members.

SECTION IV: Special Board Meetings:
Special meetings of the Board may be called by the President; and shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the greater Denver area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall stated 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 V: Voting:
Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the club at which such member is present.

Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION I: Board of Directors:
The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four (4) other person all of whom shall be elected for one (1) year terms as provided in Article IV. General management of the club's affairs shall be entrusted to the Board of Directors.

The Board shall audit the Treasurer's books prior to the annual meeting in JANUARY.

- SECTION II:** 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 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. The President shall not be elected for more than two (2) consecutive terms.
 - B. The VICE PRESIDENT shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
 - C. The RECORDING 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 keep a roll of the members of the club with their addresses, fulfill responsibilities during the disciplinary process as outlined in Article VI below, notify the American Kennel Club and the Samoyed Club of America of the election of new officers and directors of the club and carry out such other duties as are prescribed in these by-laws.
 - D. The CORRESPONDING SECRETARY shall have charge of the correspondence of the club and perform the duties pertaining thereto in accordance with these by-laws. He/She shall maintain a duplicate list of the members and their addresses, and inform new members of their election to membership. He/She shall notify the membership of club meetings, nominations for club officers, and proposed amendments to the club constitution and by-laws. He/She shall notify the officers and directors of meetings of the board. Finally, he/she shall notify members and alternate members of the nominating committee of their appointment, and notify the officers and directors of their election.

- E. The TREASURER shall collect and receive all moneys due or belonging to the club and receipt thereof. He/She shall deposit same in a bank designated by the Board, in the name of the club. The treasurer shall be bonded in such amount as the Board of Directors shall determine. There Treasurer's books shall be at all times open to the inspection by the Board. He/She shall report to the Board and the club at every meeting, the condition of the club's finances and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall render a written account of all moneys received and expended during the previous fiscal year.

SECTION III: 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. If a vacancy in the office of President occurs, it 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 I: Club Year:

The club's fiscal year shall begin on the first (1st) day of JANUARY and end on the last day of DECEMBER.

SECTION II: Annual Meeting:

The annual meeting shall be held in the month of JANUARY. The Officers and Board of Directors elected the previous NOVEMBER shall take office at the annual meeting.

SECTION III: Elections:

Officers and the Board of Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section IV of this Article. Elections will be held at the NOVEMBER meeting by those members present with new officers taking office the following JANUARY. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office at the JANUARY meeting, following installation of new officers.

SECTION IV: Nominations:

No person may be a candidate in a club election who has not been nominated. During the month of JULY, the Board shall select a Nominating Committee, consisting of three (3) members and two (2) alternates; not more than one (1) of whom may be a member of the Board. The Corresponding Secretary may be a member of the Board. The Corresponding Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting which shall be held at least fifteen (15) days before the AUGUST meeting.

- A. The Committee shall nominate one (1) candidate for each office and four (4) candidates for the four (4) positions of the Board. After securing consent of each person so nominated, the Committee shall immediately report their nominations to the Recording Secretary and the Corresponding Secretary in writing.
- B. Upon receipt of the Nomination Committee's report, the Corresponding Secretary shall notify each member in writing of the candidate so nominated at least two (2) weeks before the September meeting.
- C. Additional nominations may be made at the OCTOBER meeting by any member in attendance provided the person so nominated does not decline when his/her name is proposed, and provided further if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.
- D. No person may be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination from the nominating committee.
- E. Nominations cannot be made at the NOVEMBER meeting or in any manner other than provided in this Section.

ARTICLE V

Committees

SECTION I: The Board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials, 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 II: Any committee appointment may be terminated by a majority vote of the full membership of the Board, upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION I: 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 II: 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 Recording Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting.

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 the charges do not allege conduct which would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction.

If the Board entertaining jurisdiction of the charges it shall fix a date of a hearing by the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send on (1) 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 witness if he/she wishes.

SECTION III: 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 majority vote of those present, suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to the membership the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION IV: 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 III of this Article. Such proceeding may occur at a regular or a special meeting of the club to be held within sixty (60) days but not earlier than thirty (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 finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The membership shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3rd) 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 I: Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition, addressed to the Recording Secretary, and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors. The Board's recommendations for amendments will then be submitted to the members, by the Corresponding Secretary, for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION II: The constitution and by-laws may be amended by a two thirds (2/3rd) vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION I: Dissolution:
The club may be dissolved at any time by the written consent of not less than two thirds (2/3rd) 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 shall be distributed to any members of the club. After payments of debts of the club, its property and assets shall be given to a charitable organization to benefit of dogs selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION I: 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
Reading of minutes of the last meeting
Report of the President
Report of the Board
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the committees
Election of the Officers and the Board (at the NOVEMBER meeting)
Election of new members
Unfinished business
New business
Adjournment

SECTION II: At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call
Reading of minutes of the last meeting
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the committees
Unfinished business
New business
Adjournment

ARTICLE X

Parliamentary Authority

SECTION I: 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 by-laws and any other special rules of order the club may adopt.

1/21/93