

Bylaws

Article I - Name and Objects

Section 1.

The name of the club shall be Denver Samoyed Association, Inc.

Section 2.

The objects of the club shall be:

- (a) To encourage and promote the exhibition, training, and breeding 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, agility trials, and working dog activities;
- (d) To conduct sanctioned matches, specialty shows, obedience trials, and agility trials;
- (e) To educate both its membership and the public about the Samoyed breed including their care, training, and health-related issues;
- (f) To assist the Samoyed breed by:
 - Providing a Breeder Referral service whereby individuals can contact and learn more about the breed, and when appropriate can be referred to responsible Samoyed breeders in the area.
 - Providing a Rescue service to assist abandoned, unwanted, or otherwise neglected Samoyeds in finding new homes. In addition, this service helps counsel owners who are considering surrendering their dogs.

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 objects.

Article II - Membership

Section 1. Eligibility.

Three types of membership shall be available:

- (a) Individual/Family membership:

This membership shall be available to all persons eighteen 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 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 and seventeen years of age until they have attained their eighteenth birthday, at which time they shall become individual members. Junior members shall hold no office or chairmanship, and are ineligible to vote.
- (c) Honorary membership:
This membership shall consist of individuals who have held an individual or family membership for a minimum of 15 consecutive years and 10 additional years as an individual, family, or associate membership. Honorary members will not pay yearly dues and are ineligible to vote.
- (d) Associate membership:
Associate member shall consist of individuals who support the goals, purposes, and activities of the club. They shall be entitled to receive the club's newsletter and to participate in club activities. Associate members shall hold no office or chairmanship, and are ineligible to vote.

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

Section 2. Dues

Membership dues shall not exceed \$35.00 per year, 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 1st of each year will be required to submit one-half of the annual dues with the application.

No dues shall be refunded to any member whose membership terminates for any reason.

Section 3. Election to Membership.

Prior to submitting application for an individual, family, or junior membership, the applicant(s) must attend two meetings within a six-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 the bylaws 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 voting members, residing in different households, in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Recording Secretary and each application is to be read at the first meeting of the club following its receipt. At the second club meeting after receiving the application, the application will be voted upon and affirmative votes of two-thirds 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 reapply within six months after such rejection.

Section 4. 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 Recording Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty days after the JANUARY meeting; however, the Board may grant an additional thirty 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) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

Section 5. Reinstatement.

A former member desiring to be reinstated must apply for membership in the proper membership classification.

Article III - Meetings and Voting**Section 1. Club Meetings.**

Meetings of the club shall be held on the 3rd Monday of each month within the greater Denver area at such hour and place as may be designated by the Board of Directors. Notification of meetings will be made by mail at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent 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 Recording Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held within the greater Denver area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. The Corresponding Secretary shall mail written notice of such meeting at least five days and not more than fifteen 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 of the members in good standing.

Section 3. Board Meetings.

Meetings of the Board of Directors shall be held in the months of JANUARY, MARCH, MAY, JULY, SEPTEMBER and NOVEMBER, within the greater Denver area at the hour and place designated by the Board. Notification of meetings will be made by mail at least five days prior to the date of the meeting. The quorum for such meetings shall be a majority of Board members.

Section 4. 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 members of the Board. Such special meetings shall be held within the greater Denver area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Corresponding Secretary shall mail written notice of such meeting at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 5. Voting.

Each member in good standing whose dues are paid for the current year shall be entitled to one vote per each voting issue at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

Article IV - Directors and Officers**Section 1. Board of Directors.**

The Board shall be comprised of the officers and four 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 NOVEMBER meeting as provided in Article V and shall serve until the next annual meeting. General management of the club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers.

The club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding 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 bylaws. The President shall not be elected for more than two 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. He/She shall perform the additional duties pertaining thereto in accordance with these bylaws.
- D. The Corresponding Secretary shall have charge of the correspondence of the club and perform the duties pertaining thereto in accordance with these bylaws. 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 bylaws. 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. He/She will notify the American Kennel Club and the Samoyed Club of America of the election of new officers and directors of the club.
- E. The Treasurer shall collect and receive all monies due or belonging to the club. Monies shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of 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 or among the officers during the year shall be filled until the next annual election, by a majority vote of all the 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, the Vice President shall fill it automatically and the Board shall fill the resulting vacancy in the office of Vice President.

Article V - The Club Year, Annual Meeting, Elections**Section 1. Club Year.**

The club's fiscal year shall begin on the first day of January and end on the last day of December.

Section 2. 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 3. Elections.

Officers and the Board of Directors for the ensuing year shall be elected by secret vote from among those nominated in accordance with Section 4 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 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 4. 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 members and two alternates, not more than one of whom 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 such person's duty to call a committee meeting, which shall be held on or before the AUGUST meeting.

- A. The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.
- B. Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the SEPTEMBER meeting, notify each member in writing of the candidates so nominated.
- C. Additional nominations may be made at the OCTOBER meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the nominator shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- D. Nominations cannot be made at the NOVEMBER meeting or in any manner other than as provided in this Section. If the OCTOBER meeting is cancelled, nominations and voting can take place at the NOVEMBER meeting, following the rules provided in Section 4-C.

Article VI - Committees

Section 1.

The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, agility trials, public education, rescue, annual awards, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2.

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

Article VII - Discipline

Section 1. American Kennel Club or Samoyed Club of America Suspensions.

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

Section 2. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the RECORDING Secretary together with a deposit of ten dollars, which shall be forfeited if the Board, following a hearing, does not sustain such charges. The RECORDING Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks and not more than six weeks thereafter. The RECORDING 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.

Section 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment is 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 RECORDING Secretary. The RECORDING Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within sixty days but not earlier than thirty 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 recommendation, and shall invite the defendant, if present, to speak in his own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 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 bylaws may be proposed by the Board of Directors or by written petition, addressed to the Recording Secretary, and signed by twenty percent of the membership in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. The Board's recommendations for amendments will then be submitted to the members, by the Corresponding Secretary, for a secret vote within three months of the date when the Recording Secretary received the petition.

Section 2.

The bylaws may be amended by a two-thirds secret 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 weeks prior to the date of 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 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. After payment of all the debts of the club, its property and assets shall be given to a non-profit or charitable organization for the benefit of Samoyeds selected by 2/3 of the vote of the members present at a meeting that will be held not less than 30 days following the closing of the books.

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 President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and Board (at the NOVEMBER meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2.

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

- Reading of minutes of last meeting
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article XI - Parliamentary Authority

Section 1.

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.