

# Denver Samoyed Association, Inc Constitution and Bylaws

## Constitution

The name of the club shall be Denver Samoyed Association, Inc. also known as DSA.

### Section 2.

The objectives 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, agility trials and any other event for which the club is eligible under the rules and regulations of The American Kennel Club, also known as AKC.
- 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 Directory so individuals can contact member breeders to learn more about the breed.
  - Providing a Rescue Resource 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.

In accordance with federal, state and local law, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the constitution or in Article I of the bylaws

### 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.

# Bylaws

## Article I - Membership

### Section 1. Eligibility.

Six (6) types of membership shall be available:

- a. **Individual Membership** - This membership shall be available to any person eighteen (18) years of age or older who is in good standing with the American Kennel Club and who subscribes to the purposes of this club. This membership enjoys all club privileges including the right to vote and hold office.
- b. **Household Membership** - This membership shall be two (2) adult members residing in the same household, each eligible to vote and hold office. Members must be 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 household membership will enjoy all club privileges including the right to vote and hold office.
- c. **Junior Membership** - This membership shall be available to an individual old enough to compete in AKC Junior Handler competition but not more than eighteen (18) years of age, who supports the goals, purposes, and activities of the club. Member must be in good standing with the American Kennel Club. A Junior may continue in this classification until the end of the calendar year in which the Junior reaches age eighteen (18) at which time they shall have the choice of becoming an individual or an associate member. This membership shall be eligible to receive the club's newsletter and to participate in club activities. Junior members shall not hold office or chairmanship and are ineligible to vote.
- d. **Honorary Membership** - This membership is open to persons who have held an individual or household membership for a minimum of 25 years and who have contributed some outstanding service to the club. This member must be nominated and elected by 75% of the voting members in attendance at the annual meeting. Member must be in good standing with the American Kennel Club. This individual shall be eligible to receive the club's newsletter and to participate in club activities. Honorary members will not pay yearly dues and are ineligible to vote or hold office.
- e. **Associate Membership** - This membership shall be one (1) adult individual who supports the goals, purposes, and activities of the club. Member must be in good standing with the American Kennel Club. This individual shall be eligible to receive the club's newsletter and to participate in club activities. An associate member shall not hold office or chairmanship and is ineligible to vote.
- f. **Associate Household Membership** - This membership shall be two (2) individual members residing in the same household, who support the goals, purposes, and activities of the club. Members must be in good standing with The American Kennel Club. This membership shall be eligible to receive the club's newsletter and to participate in club activities. Household associate memberships shall not hold 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 \$75.00 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.

New applicants applying for membership after July 1st 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.**

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 (2) voting club members, who reside in two (2) different households. After attending a minimum of two (2) club meetings within six (6) months, a prospective member shall submit a completed application for membership with the dues payment for the current year to the officer listed on the application.

The application shall be read at the first meeting following receipt of such application. At the next Club meeting the application shall be read a second time and voted upon.

Affirmative votes of two-thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant to membership. If an applicant is not accepted for membership, dues will be refunded. Applicants for membership who have been rejected by the Club may not re-apply within six (6) months after such rejection.

Prior to submitting an application for an individual, household, or junior membership, the applicant(s) must attend two meetings within a six (6) month time frame. Prospective associate and household associate members need not attend two meetings prior to application.

Members wishing to change from an associate membership to a voting membership must reapply following the rules started in Article I membership.

### **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 (30) days after the January meeting; however, the Board may grant an additional thirty (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. Expulsion - A membership may be terminated by expulsion as provided in Article VI of these bylaws.

### **Section 5. Reinstatement.**

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

## **Article II – Meetings and Voting**

### **Section 1. Club Meetings**

Meetings of the club may be held each month (or as frequently as necessary) either in person or by methods (in accordance with state law - such as electronic, virtual, teleconference or methods as may be developed) in the Denver Metropolitan Area as designated by the Board of Directors. If a meeting date coincides with a holiday, the meeting may be canceled or rescheduled at the prior meeting by a majority vote of the members present.

Notice of each meeting, or a canceled or rescheduled meeting, shall be sent by the Corresponding Secretary at least five (5) days prior to the date of the meeting. The quorum for club meetings shall be twenty percent (20%) of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

### **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 either written or electronic, signed by five (5) voting members of the club who are in good standing.

Such special meetings shall be held either in person or by methods (in accordance with state law- such as electronic, virtual, teleconference or methods as may be developed) in the Denver Metropolitan 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 send notice of such meeting 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 3. Board Meetings.**

Meetings of the Board of Directors shall be held in the months of January, March, May, July, September, and November, either in person or by methods (in accordance with state law- such as electronic, virtual, teleconference or methods as may be developed) within the Denver Metropolitan Area at the hour and place designated by the Board.

Notification of meetings will be made by the Corresponding Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the 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 or electronic request signed by at least three (3) members of the Board.

Such special meetings shall be held either in person or by methods (in accordance with state law- such as electronic, virtual, teleconference or methods as may be developed) within the Denver Metropolitan Area at such place, date, and hour as may be designated by the person authorized herein to call such meeting.

The Corresponding Secretary shall send notice of such meeting at least five (5) days and not more than ten (10) 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 voting member in good standing whose dues are paid for the current year shall be entitled to one (1) vote per each voting issue at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

## **Article III - Directors and Officers**

### **Section 1. Board of Directors.**

The Board shall be comprised of the officers and four (4) other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year (1) terms at the club's November meeting as provided in Article IV and shall serve beginning at 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 (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. They shall inform new members of their election to membership.
- 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. They shall perform the additional duties pertaining thereto in accordance with these bylaws.
- d. The Corresponding Secretary shall:
  1. have charge of the correspondence of the club and perform the duties pertaining thereto in accordance with these bylaws.
  2. notify the membership of club meetings, nominations for club officers, and proposed amendments to the club constitution and bylaws.
  3. notify the officers and directors of meetings of the Board.
  4. notify members and alternate members of the nominating committee of their appointment and notify the officers and directors of their election.
  5. 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 always 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 club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

f. **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 IV - 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 (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. A quorum must be present for elections to be conducted. 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. Eligibility Requirements for Board Members.**

To be eligible for election to the Board of Directors, a person shall have been a voting member of the Club for a minimum of nine (9) months and shall have attended at least fifty percent (50%) of the Club meetings during the current year. All members of the Board of Directors shall be residents of the State of Colorado and members in good standing of the Club.

All members of the Board of Directors shall be in good standing with the American Kennel Club. Suspension by the Samoyed Club of America or the American Kennel Club shall automatically remove a member from his or her Board membership. If a Board Member fails to attend three (3) consecutive meetings, his or her directorship may be deemed vacant, and the Board Member may be removed from the Board by majority vote of the remaining Board Members.

### **Section 5. 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 shall immediately notify the committee persons and that person's duty to call a committee meeting, which shall be held on or before the August meeting.

- a. The committee shall nominate one (1) candidate for each office and position 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 Corresponding Secretary shall, at least two (2) 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 V - 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 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 VI – 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 bring charges against a member for alleged misconduct prejudicial to the best interests of the club. Specific and detailed written charges must be filed in duplicate with the Recording Secretary together with a deposit of one hundred fifty dollars (\$150.00), 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, The Board shall first consider whether the actions alleged in the charges, if proven, 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 (3) weeks and not more than six (6) weeks thereafter.

The Recording Secretary shall promptly send one (1) copy of the charges to the accused member by certified return receipt requested or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

### **Section 3. Board Hearing.**

The Board shall have complete authority and discretion to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If the charges are sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board shall, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the club for not more than six (6) 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 a 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 shall notify each of the parties of the Board's decision and penalty.

#### **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 (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 on their 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 they wish.

The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (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.

### **Article VII - 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 (20%) percent of the voting 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 (3) months of the date when the Recording Secretary receives the petition. A quorum must be present at the meeting where any proposed amendment to the bylaws is voted on.

#### **Section 2.**

The bylaws may be amended by a two-thirds (2/3) 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 sent to each member at least two (2) weeks prior to the date of the meeting.

### **Article VIII – Dissolution**

#### **Section 1.**

The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the voting 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 two-thirds (2/3) of the vote of the members present at a meeting that will be held not less than thirty (30) days following the closing of the books.

## **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:

- Approval of minutes of last meeting
- Report of President
- Report of Vice 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:

- Approval 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 X - 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.