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| **CONSTITUTION AND BYLAWS OF THE FINNISH SPITZ CLUB OF AMERICA, INC.**  Adopted April 20, 1975  Revised August 1, 1988; November 15, 1989; June 1, 1991; May 1, 1995;  May 10, 1998; November 19, 2009; July 2018  **FINNISH SPITZ CLUB OF AMERICA**  CONSTITUTION  Article I  Name and Objectives  Section 1. The name of the Club shall be the Finnish Spitz Club of America, Inc. (FSCA).  Section 2. The objectives of the Club shall be:   1. To encourage and promote the breeding of quality purebred Finnish Spitz, and to do all possible to bring their natural qualities to perfection. 2. To educate members, prospective members, owners, and judges regarding the Finnish Spitz. 3. To urge breeders to adhere to the standard of the breed as approved by the American Kennel Club (AKC) as the only standard of excellence by which Finnish Spitz shall be judged. 4. To do all in its power to protect and advance the interests of the breed through a code of ethics, and sportsmanlike conduct at matches, dog shows, obedience and rally trials, agility trials, tracking tests, and other AKC-approved activities. 5. To conduct sanctioned matches, specialty shows, obedience, rally and agility trials, and other approved events under the rules and regulations of the AKC.   Section 3. The Club shall be a not-for-profit organization. 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 the Bylaws as may be required to carry out these objectives. The process for any such revisions and adoptions shall be the procedure outlined in Article VII.  BY-LAWS  ARTICLE I  MEMBERSHIP  Section 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with the Club and the AKC and who subscribe to the purposes of this Club.  Section 2. Types of membership.  (a) Regular members must be individual persons who are resident citizens of the United States, and who are 18 years and older. Regular members enjoy all the privileges of the club including the right to vote, hold office, sponsor members, and count in the determination of the quorum. In addition, an applicant for regular membership must:   * 1. Presently own a pure-bred Finnish Spitz for at least one (1) year; or   2. Have at least one years’ involvement actively exhibiting a pure-bred dog in AKC shows or trials and have present or prior ownership of a pure-bred Finnish Spitz.  1. Associate members, who do not meet the requirements of regular members, must be residents of the United States and 18 years and older. Associate members may not vote, hold office, sponsor memberships, or nominate members and do not count in the determination of the quorum. Associate members who met the requirements of regular membership may apply for regular membership upon meeting the requirements. 2. Junior members, who are older than ten years and less than 18 years old, must reside in the United States and must own, co-own, or have an immediate family member who owns a Finnish Spitz. Junior members may not vote or hold office, and do not count in the determination of the quorum. Junior members may only sponsor junior memberships. Junior members who have reached their eighteenth birthday automatically convert to regular status upon submission to the Membership Chair an executed, endorsed and signed membership application after their eighteenth birthday. 3. Foreign members are individuals who are not residents or citizens of the United States. Foreign members may not vote, hold office, sponsor memberships, or nominate members, and do not count in the determination of the quorum.   Section 3. Dues.   1. Annual dues for each type of membership shall be set by the Board of Directors. Annual dues shall be reviewed on a regular basis and adjusted when appropriate. If the Board of Directors does not adjust the dues by October, the previous year’s dues shall be applicable. 2. During the month of November, the Treasurer or the Newsletter Editor shall send to each member a statement of his/her dues for the ensuing year. 3. Dues are payable on or before the first day of January of each year. 4. The membership dues shall not exceed $75.00 per year. 5. No members may vote whose dues are not paid for the current year.   Section 4. Election to membership.   1. Each applicant for membership shall apply on a form as approved by the Board of Directors. The application shall:    1. Include agreements to abide by these constitution and by-laws and the rules and regulations of the AKC.    2. State the name, address, occupation and any other information of the applicant required by the Board of Directors.    3. Shall carry the endorsement of one regular member in good standing, not of the same household. 2. The prospective member shall submit dues payment for the current year with the application. The dues payment will be returned if his/her application is not accepted. 3. All applications shall be submitted to the Membership Chair (or Secretary if there is no Membership Chair) who shall promptly forward the attached dues to the Treasurer and copies of the application form to the Newsletter Editor and the Board of Directors. 4. The name, address, and qualifications of each applicant, together with the name and address of the sponsor, shall be published in the FSCA newsletter, or mailed to all members within 60 days of receipt of the application, whichever is sooner. 5. Any objection to an applicant for membership, together with the reasons for such objections, shall be filed in writing with the Membership Chair within 21 days after publication or the mailing which sets forth the applicant’s name and qualifications. 6. If any objection is received by the Membership Chair within the time specified above, he/she shall promptly transmit the objection to the Board of Directors. 7. If no objection is received by the Membership Chair within the time specified above, the application shall be presented to the Board of Directors for vote at its next meeting or by written ballot within 30 days, whichever is sooner. 8. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Board of Directors by mail. Affirmative votes of 2/3 of the Board of Directors present at a meeting of the Board of Directors or of 2/3 of the entire Board of Directors voting by mail, shall be required to elect an applicant to membership. 9. The application of an individual who has not received affirmation by the Board of Directors may be presented by a member at the next Annual Meeting of the Club. The Club may elect this person by secret written ballot. A favorable majority of the members present and voting is required to approve an applicant. 10. Applicants for membership who have been rejected by the club may not re-apply until six months after such rejection.   Section 5. Termination of membership. Membership may be terminated   1. 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. 2. By Lapsing. A member will be considered as lapsed if a member’s dues remain unpaid after February 1st. If dues remain unpaid through February 28th, the membership is automatically terminated. However, the Board of Directors 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 or on any Club issue whose dues are unpaid as of the date of that meeting or ballot. 3. By expulsion. A membership may be terminated by expulsion as provided in article VI of these bylaws.   ARTICLE II  MEETINGS, VOTING, AND NOTICE  Section 1. Annual Meeting. The Annual Meeting of the Club shall be held during the period beginning September 1 and ending November 30 of each year at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary (or Newsletter Editor) to each member at least 30 days before the date of the meeting. The quorum for the Annual Meeting shall be 10% of the regular members who are in good standing, but no fewer than 15 regular members who are in good standing.  Section 2. Special Club Meetings.  (a) Special club meetings shall be called by the President and/or by a majority vote of the members of the Board of Directors who are present at a meeting of the Board of Directors or who vote by mail. Meetings shall also be called by the Secretary upon receipt of a petition signed by 10% of the regular members of the club who are in good standing or 10 regular members, whichever is less.  (b) The meeting shall be held at such place, date and hour as is designated by the Board of Directors but must be set within 30 days of receipt of said petition.  (c) Written notice of the meeting shall be mailed by the Secretary (or Newsletter Editor) at least 14 days and not more than 30 days before the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted.  (d) The quorum for the meeting shall be 10% of the Regular members who are in good standing, but no fewer than 15 Regular members who are in good standing.  Section 3. Board Meetings. Meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board of Directors. All in-person Board of Directors meetings, except those in executive session, shall be open to Club members. Written notice of each such meeting shall be mailed by the Secretary (or Newsletter Editor) to each member of the Board of Directors, and to the general membership if an in-person meeting, at least 21 days before the date of the meeting. The quorum for a Board of Directors meeting shall be a majority of the voting members of the Board of Directors.  Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President and may be called upon the written request of three members of the Board of Directors. The purpose of the special meeting shall be stated in the call for the meeting. Written notice of such a meeting shall be mailed by the Secretary (or Newsletter Editor) at least five days and not more than 10 days prior to the date of the meeting, for any meeting by telephone conference shall be filed at least three days and not more than five days prior to the date of the meeting. Any such 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 of Directors.  Section 5. Voting. Each regular 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 will not be permitted at any Club meeting or election.  Section 6. Email and other electronic communication   1. Notice. Notification of Club meetings, dues notices, minutes, newsletters, and any other communication to members and the Board of Directors may be made by email providing that the member and/or board member has signed an authorization agreeing to this method of communication. The authorization which shall release the club from any liability should the notification be received late or not received due to circumstances beyond the Club’s control shall be maintained by the secretary. Such authorization is revocable upon written notice to the Secretary. 2. The Board of Directors may conduct its business by mail, telephone conference, faxes, or email through the Secretary, provided it does not conflict with any other provision of the bylaws. Items voted on by mail, teleconference, fax, or email must be confirmed in writing by the Secretary within seven days. 3. In order for business to be conducted by email, the following precautions must be in place: (1) every board member must be provided with the means to participate; (2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible board members; (3) a mechanism must be in place to verify that the eligible board members are “listening”; and (4) all board members must agree to participate in this manner.   Section 7. Minutes of all member meetings and ballots and all Board of Director meetings, including meetings by telephone conference or electronic methods, shall be published in the next FSCA newsletter.  ARTICLE III  DIRECTORS AND OFFICERS  Section 1. Board of Directors.   1. The board shall be comprised of the following officers: President, Vice-president, Secretary, and Treasurer. It shall also consist of three other persons. 2. All of the board shall be regular members in good standing and shall serve until their successors are elected. In addition, board members shall have the following limitations:    1. Immediate family members may not serve on the Board during another family member’s term.    2. Must have been a member of the Club for at least three years.    3. Must have previously served as a FSCA committee member or chair. 3. General management of the Club’s affairs shall be entrusted to the Board of Directors, including determination of time, place, and other details of any event which the Club may sponsor or support.   Section 2. Term. Officers shall have one-year terms. Board members at large shall have rotating three-year terms with one seat expiring each year.  Section 3 Term Limits. No one shall serve more than eight consecutive years as a member of the board. Each officer, upon completing two consecutive terms in his/her office, shall not be eligible for election as an officer in that same position for two consecutive years. He/she may be eligible for other board positions.  Section 4. Directors. Directors shall be elected for a three-year term at the Annual Meeting as provided in Article IV. They shall serve until their successors are elected. They shall be limited to a maximum of two successive terms. These shall be rotating terms, with at least one seat expiring each year. Any vacancy of a directorship prior to that election shall be filled only to the time of that election.  Section 5. Officers. The Club’s officers shall serve in their respective capacities both in with regard to the club and its meetings and the board and it meetings.   1. 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. 2. The Vice-President shall have the duties and exercise the powers of the President in case of the President’s death, absence, or incapacity as determined by the Board of Directors. 3. The Secretary shall keep a record of all meetings of the club and of the board, including votes or ballots by mail or other means, 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 and appointees of their appointments by the Board of Directors. The Secretary shall also keep a current roll of the members of the club with their addresses, telephone numbers, and email addresses, and carry out such other duties as are prescribed in these Bylaws. 4. 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 of Directors, in the name of the Club. The Treasurer’s books shall always be open to inspection by the Board of Directors and he/she shall report to them at every meeting the condition of the Club’s finances and every item of receipt or payment not before reported. At the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall also disburse funds necessary to discharge the liabilities of the Club. Such disbursements shall in no event exceed a maximum limit set by Board policy for which prior approval of the Board of Directors must be obtained before payment can be made. The Treasurer shall be bonded if so directed by the Board of Directors in an amount directed by the Board of Directors.   Section 6. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term by a majority vote of the remaining 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 automatically by the Vice-president, and the resulting vacancy in the office of Vice-president shall be filled by the board. Any Officer or Director who vacates a position shall, within 30 days, turn over Club records and property in his/her possession to either his/her successor or an individual named by the President. Failure to do so may result in disciplinary action.  ARTICLE IV  THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS  Section 1. Club year. The Club’s fiscal year shall begin on the 1st day of January and end on the 31st day of December. The club’s official year shall begin September 1st and shall end on August 31st. The newly elected Officers and Directors shall take office on September 1st. Each retiring Officer and Director shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.  Section 2. Voting.   1. At the Annual Meeting, or at a special meeting of the Club, voting shall be limited to those Regular members in good standing who are present. 2. The annual election of Officers, Director and AKC Delegate, amendments to the Constitution and Bylaws, and changes to the breed standard shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. 3. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. The Board of Directors shall be required to present to the membership for a vote within 30 days any question submitted by a regular member with the endorsement of five other regular members, no two of whom are from the same household.   Section 3. Annual Election.   * 1. The election of Officers and Director and AKC Delegate shall be conducted by mail ballot.   2. Ballots to be valid must be received by August 15th by the Secretary or anindependent professional registered parliamentarian appointed by the Board of Directors. If the Secretary or a member of his/her household is a candidate for election with opposition, the ballots shall be received by an independent professional parliamentarian appointed by the Board of Directors. If an independent professional registered parliamentarian is not used, the Board of Directors shall appoint a teller committee of three people, no two of which may be in the same family, to count the ballots. Members of the current Board of Directors, candidates, and household members of the current Board of Directors or candidates shall be ineligible as members of the teller committee.   3. Sealed ballots shall be opened and counted *by* August 31st by the teller committee or the designated parliamentarian. The person receiving the largest number of votes for each position shall be declared elected. Those elected shall take office on September 1st .   4. If any nominee is unable to serve for any reason, this person shall not be elected. The vacancy created shall be filled by the new Board of Directors in the manner provide by Article III, Section 3.   5. In case of a tie, the Secretary shall send out a second ballot by September 1st which shall only ballot the tied positions. Positions without a tie shall take office on September 1st. The second ballots must be returned to the Secretary or the designated parliamentarian by September 30th and shall be opened and counted by October 5th. This person shall report the results to the Board of Directors by October 10th.   Section 4. Nominations and ballots.   1. A Nominating Committee shall be elected by the membership at the Annual Meeting. Nominees for this committee must agree in person at the Annual Meeting or in writing to serve on this committee prior to being elected. Persons who agree in writing need not be present at the Annual Meeting to be elected. The committee shall consist of three members and two alternates, all members in good standing, none of whom shall be a member of the current Board of Directors. It shall be geographically diverse. The members shall name a chairman for the committee. The Nominating Committee may conduct its business by mail or telephone. The nominating committee shall not select a slate without first publishing to the membership the names of the committee members to allow time for input. 2. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for the expiring position on the Board of Directors and the AKC Delegate. It shall procure the written acceptance by mail of each nominee chosen. The committee shall consider geographical representation of the membership on the Board of Directors to the extent that it is practical to do so. 3. By May 1st the committee shall then submit its slate of candidates to the Secretary. The Secretary or the newsletter editor shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the Club by May 15th. 4. Additional nominations of eligible members may be made by written petition, signed by five regular members other than by the nominees, addressed to the Secretary and be received by the Secretary at his/her regular address on or before July 1st. The additional nominee must also send to the Secretary’s regular address their written acceptance of their willingness to be a candidate. 5. No person shall be eligible for more than one board position. Nominations shall not be made at the Annual Meeting. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. 6. If no valid additional nominations for Officer, Board of Directors, or AKC delegate positions are received by the Secretary on or before July1st, the Nominating Committee’s slate shall be declared elected on September 1st and no balloting will be required. 7. If one or more valid additional nominations are received by the Secretary as provided in (d) of this Section, the Secretary shall mail to each member in good standing on or before July 15th, a ballot. This ballot shall list in alphabetical order all of the nominees for each position along with the names of the states in which they live. With the ballot, the Secretary shall include instruction for completing the ballot, a blank envelope, and a return envelope marked “Ballot” addressed to the party designated by the Board of Directors to receive the ballots and bearing the name of the member to who it was sent. The completed ballots must be received by August 15th. To ensure that ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, one ballot per envelope, which in turn shall be placed in the second envelope addressed to the Secretary or designated parliamentarian. The teller committee or designated parliamentarian shall check the return against the list of members whose dues are paid for the current year before opening the outer envelopes and removing the blank envelopes. They shall certify the eligibility of the voters as well as the results of the voting which shall be announced to the membership by September 1st. 8. In the absence of a quorum, thus preventing legal transaction of business at the Annual Meeting, the Nominating Committee shall be elected by the members present at the meeting and ratified by a majority vote conducted by mail ballot. Ballots for ratifying the Nominating committee under these circumstances shall be mailed to the membership no later than December 5th and be returned by December 25 to the Secretary or an independent Professional Registered Parliamentarian appointed by the Board. This person shall report the results to the Board by December 30. Failure of the membership to ratify the Nominating Committee members as defined in the above paragraph shall result in the Nominating Committee being elected by a majority vote by mail ballot from among the candidates who agreed in writing to serve on this Committee. The person receiving the largest number of votes shall be declared Committee Chairman. The two persons receiving the next largest number of votes shall be declared Committee members, and the remaining two shall be declared alternates. Balloting procedures shall be the same as for electing Board members. The ballot shall be sent out by January 5th and returned to the Secretary or an independent Professional Registered Parliamentarian by January 20th. This person shall report the results to the Board by January 25th. In case of tie votes among any of the top five candidates, the President shall break the tie and thus determine the Committee and alternates.   ARTICLE V  COMMITTEES  Section 1. Standing and Special Committees.   1. The President, with the approval of the Board of Directors, may each year appoint standing committees to advance the work of the Club in such matters as dog shows**,** trials, trophies, annual awards, membership, and other areas which may well be served by committees. 2. Special committees, with the exception of the two committees in Section 2 of this Article, may also be appointed by the Board of Directors to aid it on particular projects. 3. Such committees shall always be subject to the final authority of the Board.   Section 2. The Nominating Committee and the AKC delegate. These shall not be appointed by the President or the Board of Directors but shall be selected as described below. These shall have one-year terms.   1. The Nominating Committee shall be elected by general membership at the Annual Meeting and governed by Article IV, Section 4. 2. The AKC Delegate shall be elected as provided in Article IV. The AKC Delegate shall represent the Club at delegate meetings and shall report at least quarterly to the Board of Directors.   Section 2. Other Appointments. Following the Annual Meeting, the Board of Directors shall appoint an editor of the newsletter, a columnist for the AKC Gazette, and a columnist for any other publication deemed by the Board to be appropriate. All such appointments shall serve for the ensuing year.  Section 3. Term. All appointments terminate upon the annual election. Any appointment may be terminated by a majority vote of the full Board of Directors upon written notice to the appointee; and the Board of Directors may appoint successors to those persons whose service has been terminated. Any committee chair who vacates a position shall, within 30 days, turn over Club records and property in his/her possession to either his/her successor or an individual named by the President. Failure to do so may result in disciplinary action.  ARTICLE VI  DISCIPLINE  Section 1. American Kennel Club Suspension. Any member who is suspended from full privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for a like period.  Section 2. Charges. Any regular 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 $25 which shall be forfeited if such charges are not sustained by the board or a special committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board within two weeks of receipt or present them at a Board of Directors meeting, whichever is sooner. The Board of Directors 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 of Directors entertains jurisdiction of the charges, it shall fix a date of a hearing by the board or the special committee not less than three weeks and not more than six weeks thereafter. Any special committee shall consist of not fewer than three members of the board. The Secretary shall promptly send one copy of the charges to the accused member by certified mail return receipt requested together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.  Section 3. Board hearing. Both the complainant(s) and the defendant(s) shall have the right to counsel at their own expense. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors or special committee 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 suspension 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 fellow-members at the ensuing club meeting which considers the recommendation of the Board of Directors or special committee. Immediately after the Board of Directors or special committee 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 of Directors’ decision and penalty, if any.  Section 4. Expulsion. Expulsion of a member from the club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board of Directors or special committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at the meeting. The President shall read the charges, the findings 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 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board of Director’s suspension shall stand.  Section 5. Reassignment of Duties. If the President is the subject of the charges or disciplinary action, the Vice President shall perform the duties of the President as described in this article. An officer or board member who is the subject of disciplinary charges shall remain in his/her position, apart from any deliberation or hearing of the charges, pending resolution of the charges. If any other Officer or Director is suspended, the remainder of the Board of Directors shall select by majority vote another Board Member to fulfill the duties of said Officer or Director until the suspension is over.    Section 6. Rights Under Suspension. A member under suspension shall receive all Club information and notices which are sent to members in good standing. This includes dues notices and the Club newsletter, as well as other pertinent communications as defined by the Board of Directors. However, in no manner may the suspended member serve on the board, serve on a committee, vote, sponsor a member, or in any way participate in the operation of the Club.  ARTICLE VII  AMENDMENTS  Section 1. Amendments to the Constitution and Bylaws and to the breed standard 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 Bylaws may be amended at any timeand the breed standard may be amended no more than once every five years provided:   1. A copy of the proposed amendment has been published in the newsletter at least thirty days before mail ballots are sent; 2. The proposed amendments are mailed by the Secretary to each regular member in good standing on the date of mailing. 3. The proposed amendments shall be accompanied by a ballot on which the member may indicate his/her choice for or against the action to be taken. Dual-envelope procedures described in Article IV, Section 4(g) shall be followed in handling such ballots, to assure secrecy of the vote. Ballots shall be returned within thirty days to be valid and addressed to the Secretary or designated professional registered parliamentarian. 4. The quorum for this mail ballot shall be 25% of the regular members who are in good standing. 5. The favorable vote of 2/3 of the regular members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.   Section 3. No amendment to the Constitution and Bylaws or to the breed standard that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.  ARTICLE VIII  DISSOLUTION  The club may be dissolved at any time by written consent of not less than 2/3 of the regular members in good standing. In the event of the dissolution of the Club, other than for purpose of reorganization as permitted by the laws of the state of incorporation, whether voluntary or involuntary or by the 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 one or more charitable organizations for the benefit of dogs. The Board of Directors shall select the charitable organizations to receive the property and assets.  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, there shall be as follows:  Roll call  Minutes of previous meeting  Report of President  Report of Secretary  Report of Treasurer  Report of Committees  Report of the Board of Directors  Selection of Nominating Committee  Introduction of Officers and Director (at annual meeting)  Unfinished business  New business (including appeals of Board of Directors decisions which may involve but are not limited to appeals of decisions regarding election of new members)  Member Forum  Adjournment  Section 2. At the meetings of the Board of Directors, the order of business unless otherwise directed by a majority vote of those present, shall be as follows:  Reading of the minutes of the previous meeting  Report of the Secretary  Report of the Treasurer  Reports of Committees  Unfinished business  New business  Adjournment  ARTICLE X  AUTHORITY  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 special rules of order the Club may adopt. |