



CACTUS STATE MINIATURE SCHNAUZER Club, Inc.

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME AND OBJECTIVES

SECTION 1. The name of the club shall be the CACTUS STATE MINIATURE SCHNAUZER CLUB, INC. hereinafter designated as the "Club".

SECTION 2. The objectives of the Club shall be:

- A. To encourage and promote quality in the breeding of purebred Miniature Schnauzers and to do all possible to bring their natural qualities to perfection.
- B. To urge members, breeders and judges to accept the standards of the breed as approved by the American Kennel Club and American Miniature Schnauzer Club as the only standard of excellence by which Miniature Schnauzer shall be judged.
- C. To do all in its power to protect and advance the interests of the breed by promoting sportsmanlike competition at dog shows, obedience trials and agility trials.
- D. To conduct licensed specialty show, obedience trials, and agility trials under the rules and regulations of the American Kennel Club.

To educate the public and Schnauzer owners on the breed standard, health and welfare of the breed.

SECTION 3. 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 insure 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 objectives.

Articles of Incorporation of the Cactus State Miniature Schnauzer Club, Inc., approved and received by the State Department of Assessments and Taxation, State of Arizona, on June 1, 1993.

BY-LAWS

ARTICLE I

MEMBERSHIP

SECTION 1. ELIGIBILITY. Membership shall be open to all persons who are in good standing with American Kennel Club and who subscribes to the objectives of the Club. 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. There shall be two types of membership:

- A. **SINGLE REGULAR MEMBERSHIP.** Enjoys all the privileges of the Club including voting and holding office.
- B. **HOUSEHOLD FAMILY MEMBERSHIP.** Is open to two adult members living at the same residence, each of which is entitled to vote and hold office.

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- C. Members in good standing will have met the following criteria: has not been suspended from membership by the American Kennel Club or the Cactus State Miniature Schnauzer Club and whose dues and any other obligations, should there be any, are paid for the current year.

SECTION 2. DUES. The amount of the annual dues shall be \$12.00 for regular membership, and \$18.00 for a family membership.

- A. A statement of dues payable for the ensuring year shall be sent to or presented to each member by the Treasurer during the month of June. Annual dues shall be payable on or before the first day of July each year. Dues shall become delinquent on the first day of July if unpaid.
- B. No member whose dues are delinquent may vote.

SECTION 3. ELECTION TO MEMBERSHIP:

- A. Each applicant for membership shall apply on a form approved by the Officers and Directors, which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the rules of the American Kennel Club, and the policies of the Club. The application shall carry the endorsement of two Club members in good standing. Dues payment for the current or ensuing year shall accompany the application.
- B. Every application for membership shall be presented to the corresponding secretary and read at the next meeting following its receipt and voted on, by secret ballot, at the next club meeting. An affirmative vote of two thirds of the members present shall be required for acceptance. All applicants shall be published in the Newsletter prior to the following months meeting when the applications are to be voted on.
- C. Applicants for membership that have been rejected by the Club may not reapply within six months after such rejection.

SECTION 4. VOTING PRIVILEGES.

- A. Each member in good standing whose dues and other obligations, should there be any, are paid for the current year shall be entitled to one vote at any meeting of the Club at which (s)he is present. Mail/email voting will be permitted provided the motion is printed in the newsletter and deferred to the next meeting to allow voting by mail/email and the procedures prescribed in sections B. and C. are followed. Family memberships are entitled to one vote per adult not to exceed two votes.
- B. To vote by mail a member must clearly indicate that they are voting on a specific motion that has been presented to the membership and whether they support or oppose the motion. No other correspondence contained in the mailing will be considered by the members present. To maintain the privacy of their ballot the member may place an unmarked envelope containing their vote inside another envelope. The outer envelope must bear the signature of the member on the flap of the envelope. Votes received in only one envelope must still bear the signature but will not be rejected simply because a second envelope is not used. The member must understand that the secrecy of their vote cannot be ensured in the event only one envelope is used. The envelope must be mailed to the corresponding secretary in a timely manner.
- C. To vote by email a member must clearly indicate they are voting on a specific motion that has been presented to the membership and whether they support or oppose the motion. No other correspondence contained in the email will be considered by the members present. In order to validate the email vote the member must call the corresponding secretary and verify they did send the email. The member must understand that the secrecy of their vote cannot be ensured if they chose to vote by email.

SECTION 5. TERMINATION OF MEMBERSHIP. Memberships may be terminated as follows:

- A. By resignation. Any Club member in good standing may resign from the Club by written notice to the Corresponding Secretary, but no member may resign when in debt to the Club and they become incurred on the first day of each fiscal year.
- B. By lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 90 days after the first day of the fiscal year however the Board may grant an additional 90 days 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. Any member whose membership has terminated by lapsing may be reinstated to activate membership only after filing a new application for membership with the Chairman of the membership committee. Such application will then be processed as that of a new member.
- C. Expulsion. A membership may be terminated by expulsion as provided in Article VI of the Constitution and Bylaws.

ARTICLE II

MEETINGS AND VOTING

SECTION 1. CLUB MEETING. Meetings of the Club shall be held within the greater Phoenix area monthly with the exception of July and August, at such hour and place as may be designated by the Board of Directors. Written or emailed Newsletter notice of each meeting shall be sent by the Corresponding Secretary at least (10) ten days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. SPECIAL CLUB MEETING. 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 Secretary upon receipt of a petitioned signed by five members of the Club who are in good standing. Such special meetings shall be held within the greater Phoenix area at such place, date and 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 Secretary at least (5) five days and not more than (15) 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 20% of the members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors may be held just prior to every club meeting or at such other time and place as determined by the members of the board. The Board of Directors shall meet a minimum of six (6) times per year. A quorum shall consist of a majority of the currently serving members of the board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President; and shall be called by the 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 Phoenix 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 Secretary at least (5) five days and not more than (10) ten days prior to the date of the meeting, or telegraphic notice shall be filed at least (3) three days and not more than (5) five days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the currently serving members 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 at any meeting of the Club at which he is present. Email/mail voting will be permitted provided the motion is printed in the newsletter and deferred to the next meeting to allow email/mail voting when appropriate.

ARTICLE III

DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, AMSC Delegate, and four other members in good standing with the Club, all of whom shall be elected for one year terms.

The general administration of the Clubs affairs shall be entrusted to the Board of Directors, subject to approval of the membership.

SECTION 2. OFFICERS. The Club officers shall consist of the President, VicePresident, Recording Secretary, Corresponding Secretary and Treasurer; all of whom shall serve in their respective capacities both with respect of 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.
- B. The Vice President shall have the power and exercise the duties of the President in the event of the Presidents death, incapacity, or absence.
- C. The Recording Secretary shall keep a record of all Club and Board meetings, and of matters of which a record shall be ordered by the Club: keep an accurate record of the attendance of members at all Club meetings and forward attendance and volunteer status to be included in all recorded minutes.
- D. The Corresponding Secretary shall have charge of correspondence, notify members of meetings, accept membership applications, notify new members of their election to the membership and notify Officers and Directors of their election to office.
- E. The Treasurer shall establish a Club account at a bank satisfactory to the Board, and shall deposit all monies received in the account. The Treasurer shall send out bills due the Club and disburse all monies for debts or other expenditures as the Club may authorize and direct. All disbursements shall be made by check. The Treasurer's signature shall be required on every Club check. In the event the treasurer is

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incapacitated, the President shall be authorized to provide the signature. The Treasurer shall keep bookkeeping records of all Club financial transactions and such records shall be open to inspection by the Board at all times. At each meeting the Treasurer shall give an itemized report of all disbursements and receipts which have not been previously reported. At the annual meeting the Treasurer shall render, in the form of an income statement, an account of all monies received and expended during the previous fiscal year. If at such time the maximum balance should exceed \$2,000.00, the Treasurer shall then be bonded at the expense of the Club.

- F. The AMSC Delegate shall serve as direct liaison between our Club and the AMSC Board of Governors at AMSC Board meetings. The Delegate must be a member and in good standing with the American Miniatures Schnauzer Club, and may hold another office within the Club.

SECTION 3. VACANCIES. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by 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; except that a vacancy in the office of the 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.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETINGS AND ELECTIONS

SECTION 1. CLUB YEAR. The Club fiscal year shall begin on the first day of July and end on the 30th day of June.

SECTION 2. ANNUAL MEETING. The annual meeting of the Club shall be held in June at which time Officers and Directors shall be elected by secret ballot or emailed or mailed ballot as prescribed in Article I Section 4. They shall take office for the ensuring year immediately following the annual meeting, and each retiring officer shall turn over to his or her successor all properties and records relevant to that office within 30 days. The annual meeting shall be closed to all except members of the Club.

SECTION 3. ELECTIONS. Officers and Directors shall be elected to office from among those nominated, in accordance with the provisions of Section 4 of this article. The nominated candidate receiving the greatest number of votes for each Office or Board position shall be declared elected.

SECTION 4. NOMINATIONS. No person may be candidate in a Club election who has not been nominated. Those nominated as candidates must be members in good standing.

- A. During the month of March the Board shall select a nominating committee consisting of a chairperson, two members and two alternates, not more than one of whom may be a member of the Board.
- B. The Chairperson shall call a Committee Meeting on or before April 1.
- C. The Committee shall report their nominations to the Secretary.
- D. The Secretary shall at least two weeks before the May meeting, notify each member in writing of the candidates so nominated.
- E. Additional nominations may be made at the May meeting.
- F. Nominations can not be made at the annual meeting or in any manner other than provided for in this section.

ARTICLE V

COMMITTEES

SECTION 1. STANDING AND SPECIAL COMMITTEES.

- A. The club shall have a number of standing committees and special committees as required by the business and activities of the club.
- B. All committees except the Nominating Committee and designated committees of the board shall be appointed by the President and approved by the Board.
- C. Membership on standing committees shall terminate 30 days after the objective of the committee, with the exception of designated committees of the Board. No special committee shall be in effect longer than the time required to complete its assigned duties.

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SECTION 2. The Board may appoint such committees as may serve to advance the work of the Club in such matters as confirmation shows, obedience trials, annual awards and membership. Such committees shall always be subject to the final approval of the Board, and shall report directly to the Board through the President.

SECTION 3. Any committee appointed 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.

SECTION 4. A statement of each committee's functions, major responsibilities, and any stipulations regarding its operation shall be approved by the Board. It shall be given each year to the appropriate committee chairperson and shall be available to any interested Club member

ARTICLE VI

DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from all the privileges of the American Kennel Club shall automatically be suspended for privileges of this Club or like period.

SECTION 2. CHARGES. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club of the breed. Written charges with specifications must be filed in duplicate with the specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board, which shall meet and fix a date of Board hearing not less than three weeks nor more than six weeks thereafter. The Board shall first consider whether the actions 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 which would be prejudicial to the best interest of the Club it may refuse to entertain jurisdiction.

SECTION 3. BOARD HEARINGS. The Board shall permit counsel to attend the hearing, but both complainant and defendant shall be treated uniformly in regard. Should the charges be sustained, after hearing all of the evidence and the testimony presented by the complainant and defendant, the Board may by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If it is so deemed that the punishment is insufficient, the Board may also recommend to the membership penalty by 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. 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 parties of Boards 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 then only upon the Boards 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 but not sooner than thirty days after the Boards recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Boards findings and invite the defendant, if present, to speak in his or her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Boards suspension shall stand.

ARTICLE VII

AMENDMENTS

SECTION 1. Amendments to the Constitution and ByLaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% 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 by mail or email, not less than ten (10) days after the board meeting, with recommendations of the Board by the Secretary for a vote within three club meetings of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and ByLaws may be amended by a 2/3 vote, under the procedures of Article I, of the members in good standing and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed/emailed to each member at least two weeks prior to the date of the meeting.

SECTION 3. Once Approved by the club, copies are to be forwarded to AMSC and AKC for final approval.

**ARTICLE VIII
DISSOLUTION**

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution other for than purpose than reorganization of the Club whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payments of any debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors

**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 may permit, shall be as follows:

- A. Roll call
- B. Minutes of the last meeting
- C. Report of President
- D. Report of Secretary
- E. Report of Treasurer
- F. Report of Committees
- G. Elections of Officers and Board (annual meeting)
- H. Election of new members
- I. Unfinished business
- J. New business
- K. 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:

- A. Reading of the minutes of the last meeting
- B. Report of Secretary
- C. Report of Treasurer
- D. Report of Committees
- E. Unfinished business
- F. New business
- G. Adjournment

**ARTICLE X
PARLIAMENTARY AUTHORITY**

SECTION 1. ROBERTS RULES. The rules contained in current edition of *Roberts 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.