

## **CONSTITUTION OF THE METROPOLITAN ATLANTA SAMOYED CLUB, INC.**

### **ARTICLE I Name and Objectives**

**SECTION 1.** The name of the Club shall be The Metropolitan Atlanta Samoyed Club, Inc.

**SECTION 2.** The objectives of the Club shall be:

- (a) To encourage and promote quality in the 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 interest of the breed by encouraging sportsmanlike competition at conformation and performance events;
- (d) To conduct sanctioned matches, dog shows, obedience, and rally trials, and any other event for which this club is eligible under the Rules and Regulations of The American Kennel Club.

## **BYLAWS OF THE METROPOLITAN ATLANTA SAMOYED CLUB, INC.**

### **ARTICLE I Membership**

**SECTION 1. Eligibility.** There shall be two types of membership. One that is open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. The other is a Junior membership open to children under 18 years of age; a non-voting/non-office holding membership that will automatically convert to a regular membership at age 18. Dues will be due the next fiscal year after turning 18.

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 general area.

**SECTION 2. Dues.** Membership dues shall not exceed **\$40.00 per person per annum**, payable on or before the 1st day of June of each year. Changes in dues for the next business year are recommended by the Board of Directors by January 1st and approved by a majority of the membership at a club meeting held by May 1st. No member may vote whose dues are not paid for the current year. During the month of April the Treasurer shall send to each member a statement of dues for the ensuing year.

**SECTION 3. Application for 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 the constitution and by-laws the Club and the rules of the American Kennel Club. The application shall state the name, address, phone number, email address, and occupation of the applicant and it shall carry the endorsement of two members in good standing and of two (2) different households. After December 1st, of any business year, dues shall be one-half.

**SECTION 4. Election to Membership.** All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of two-thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant. The newly elected member shall be notified of said election by the secretary and will have thirty (30) days from date of notification to pay dues after which time the election shall be voided.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

**SECTION 5. Termination of Membership.** Memberships may be terminated by:

- (a) **Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. 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 sixty (60) days after the first day of the fiscal year; however, the board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. A late fee not to exceed \$10 will be assessed if a membership is paid after the first day of the fiscal year. The Treasurer will send a notice to the member when their membership is 30 days past due. If the membership lapses, the Secretary will send a notice to the member notifying them that they are no longer a member in good standing. 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 by-laws.

## **ARTICLE II Meetings and Voting**

**SECTION 1. Club Meetings.** Meetings of the Club shall be held within the Metropolitan Atlanta area no less than six (6) times a year with at least one meeting in each calendar quarter, at such hour and place as may be designated by the Board of Directors.

Written or electronic notice of each such meeting shall be sent by the Secretary at least ten (10) 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 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 Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within the Metropolitan Atlanta 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 or electronically submitted by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereafter. 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 shall be held in the Metropolitan Atlanta area at a minimum of every other month in each year, at such hour and place as may be designated by the Board. Meetings may be held in-person or via teleconference, videoconference or other electronic media as permitted by AKC policies and in accordance with any applicable state laws as may be designated by Board of Directors. Written notice of each such meeting shall be mailed or electronically submitted by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

**SECTION 4. Special Board Meetings.** Special meetings of the Board may be called by the President, and may also be called by the Secretary upon receipt of a written or electronic request signed by at least three members of the Board. Meetings may be held in-person or via teleconference, videoconference or other electronic media as permitted by AKC policies and in accordance with any applicable state laws as may be designated by Board of Directors. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be sent by the Secretary 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. A 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 at any meeting of the Club at which the member is present, Proxy voting will not be permitted at any Club meeting or election.

**SECTION 6. Electronic Notifications.** The Club may send members notification of Club meetings, dues notices, minutes, nominating committee reports, any other club business as necessary, and also notification to Board members of Board meetings via email provided that the club member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control.

**SECTION 7. Means of Participation.**

- a) The Board may permit any or all members to participate in a regular or special club meeting or conduct the meeting using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.
- b) The Board may permit any or all directors to participate in a regular or special board meeting or conduct the meeting using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**ARTICLE III  
Directors and Officers**

**SECTION 1. Board of Directors.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and four other persons all of whom shall be elected for one-year terms, at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. 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, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- (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 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. The Secretary 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, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these by-laws.
- (d) 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 be at all times open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer's books shall be turned over to the auditing committee, as appointed by the board, for an annual audit no longer than thirty (30) days after the end of the fiscal year, or within thirty (30) days after the incumbent's office has been vacated. The Treasurer shall be bonded at the expense of the club in such an amount as the Board of directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the three (3) officers and four (4) other persons.

**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 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.

#### **ARTICLE IV**

#### **The Club Year, Annual Meeting, Elections**

**SECTION 1. Club Year.** The Club's fiscal year shall begin on the 1st day of June and end on the 31st day of May.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

**SECTION 2. Annual Meeting.** The annual meeting shall be held in the month of April at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They

shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

**SECTION 3. Nominations.** No person may be a candidate in a Club election who has not been nominated. During the month of December, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be their duty to call a committee meeting which shall be held on or before January 15th.

- (a) The Committee shall nominate one candidate for each office and four candidates for the four other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the next regular club meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the next regular club meeting by any member in attendance provided that the person so nominated accepts when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, their proposer shall present to the Secretary a written statement from the proposed candidate, signifying the person's willingness to be a candidate.

No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

**SECTION 4. Elections.** Elections shall be held at the annual meeting. Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. 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. Officers and Directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days.

## **ARTICLE V Committees**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as Specialty shows, obedience trials, (field trials) trophies, annual prizes, membership and other fields which may well be served by committees. Standing committees include:

- a) Hospitality
- b) Legislative
- c) Newsletter
- d) Specialty Show
- e) Trophy

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 a successor to those persons whose services have been terminated.

## **ARTICLE VI Discipline**

**SECTION 1. American Kennel Club Suspension.** Any member who is suspended from any of the privileges of The American Kennel Club 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a \$50 filing fee. The 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 or the breed. If the Board decides that the charges do not allege conduct that would be harmful to the club or not in its best interests, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send 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 the person's defense and bring witnesses if the person 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 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 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 their fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The 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 60 days but not earlier than thirty (30) days after the date of the Board's recommendation. 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 Board's findings and recommendation and shall invite the defendant, if present, to speak in their own behalf if the person wishes. The members shall then vote by secret written 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 constitution and by-laws 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 (3) months of the date when the petition was received by the Secretary.

**SECTION 2.** The constitution and by-laws may be amended by a two-thirds (2/3) secret ballot vote of the members present 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 or electronically submitted to each member at least two weeks prior to the date of the meeting.

## **ARTICLE VIII Dissolution**

**SECTION 1. Dissolution.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the



dissolution 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 but after payment of the 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 meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual 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 Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- New business
- Adjournment

**ARTICLE X**  
**Parliamentary Authority**

**SECTION 1.** The rules contained in the latest 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.