

PACIFIC CREST KEESHOND CLUB CONSTITUTION

ARTICLE I. NAME AND OBJECTS

SECTION 1. The name of the Club shall be **PACIFIC CREST KEESHOND CLUB.**

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the quality breeding of pure-bred Keeshonden;
- (b) to urge members and breeders to do all possible to bring the breed's natural qualities to perfection in accordance with the Standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Keeshonden shall be judged;
- (c) to do all in its power to protect and advance the welfare and interests of the breed;
- (d) to conduct sanctioned and licensed specialty shows and obedience trials under the rules of the American Kennel Club and through the Club encourage sportsmanlike competition at dog shows, companion events, and performance events.

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 inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I. CORRESPONDENCE

SECTION 1. Club Correspondence shall be handwritten or typewritten format, in English. Correspondence may be delivered by any of the following methods:

- (a) Hand delivered
- (b) U.S. Postal Service
- (c) Ground or airborne carriers
- (d) Electronic means (e-mail, fax etc.)

ARTICLE II. MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

- (a) GENERAL MEMBERSHIP - open to persons 18 years of age and older; can vote and hold office.
- (b) JUNIOR MEMBERSHIP - open to persons 14 to 18 years of age; they cannot vote or hold office and can convert to General Membership upon reaching their 18th birthday.
- (c) FAMILY MEMBERSHIP - provided for households consisting of up to TWO adults with or without children under the age of 18; is entitled to one vote per adult.
- (d) While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors, and Keeshond owners in the immediate area.

SECTION 2. Dues.

(a) Membership dues shall be payable on or before September 30. No member may vote whose dues are not paid for the current year. During the month of July, the Treasurer shall send to each member a Statement of Dues for the ensuing year and any debts for the current year.

(b) Membership dues for the ensuing year will not be accepted until debts are paid for the current year.

(c) General Membership: Family \$25.00 Single \$20.00

(d) Junior Membership: Independent \$5.00

(e) The schedule of dues payments shall be:

- For applications first read October 1 through March 31 pay full year's dues
- For applications read April 1 through July 31, pay one-half year's dues
- For applications read August 1 through September 30, pay no dues for current year; however, pay next year's dues in full.

(f) Lapsed members may be reinstated within six months with payment of a full year of dues. Lapsed members beyond six months must complete a membership form and reapply for membership in the club.

Section 3 . Election to Membership:

(a) Each applicant shall attend at least one (1) meeting or other Club function prior to acceptance by the Membership. Applicants, who are recommended by active members may waive the attendance requirement in circumstances where the individual cannot attend in person and also does not have the means or ability to attend electronically.

(b) Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws, Code of Ethical Practice of this Club and the rules of the American Kennel Club. The application shall state the name, address, phone number, email address, and occupation (optional) of the applicant, and it shall carry the endorsement of two members in good standing. Accompanying the application the prospective member shall submit dues payment per section 2, Dues.

(c) All applications are to be filed with the Membership Chair and then presented to the Board for their recommendation to the General Membership for or against acceptance to the Club.

(d) At the next general meeting the application will be voted upon and an affirmative vote of 3/4 of the membership present and eligible to vote at that meeting shall be required to elect the applicant.

(e) Applicants not accepted for membership may reapply within six (6) months after such rejection.

SECTION 4. Termination of Membership. Membership may be terminated:

(a) 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. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid as of September 30th; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases upon written request. 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) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE III. MEETINGS AND VOTING

SECTION 1. Club Meetings.

(a) Meetings of the Club shall be held no fewer than six (6) times per year. Meeting dates shall be set by the Board of Directors at the Annual Board Meeting. Meeting dates will be published in the October bulletin. Written notice of each such meeting shall be made by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10% of the voting members in good standing. Meetings may be held in person or electronically through such means as Zoom or the like.

SECTION 2. Special Club Meetings.

(a) 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, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing.

(b) Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Meetings may be held in person or electronically through such means as Zoom or the like.

(c) Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 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 10% of the voting members in good standing.

SECTION 3. Board Meetings.

(a) Meetings of the Board of Directors shall be held at least six times each year, at such hour and place as may be designated by the Board.

(b) Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be 5 members of the Board. Meetings may be held in person or electronically through such means as Zoom or the like.

SECTION 4. Special Board Meetings.

(a) Special meetings of the Board may be called by the President, or shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board.

- (b) Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such meetings. Meetings may be held in person or electronically through such means as Zoom or the like.

(c) Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting. No other business shall be transacted thereat. A quorum for such a meeting shall be 5 members of the Board.

SECTION 5. Voting.

(a) Each voting member in good standing whose dues are paid for the current year shall be entitled to vote at any regular meeting of the Club at which he/she is present.

(b) Proxy voting will be permitted (using means stated in ARTICLE 1) as designated by the board.

(c) An officer or member of the board who falls under ARTICLE IV, SECTION 1

(d). This person shall have full voting privileges for both Board and General meetings on announced agenda issues to be discussed and voted on at designated meetings.

ARTICLE IV. DIRECTORS AND OFFICERS

SECTION 1. Board of Directors.

- (a) The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three (3) other persons all of whom shall be members in good standing and all of whom shall be elected for one year terms as provided in Article IV and shall serve until their successors are elected.
- (b) The immediate Past President shall serve on the Board for a one year term only as a non-voting advisor.
- (c) General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers.

- (a) 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.
- (b) 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.
- (c) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (d) 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. S/he shall have charge of the correspondence, notify members of meetings, 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.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. S/he shall deposit immediately the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and s/he shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer's books shall be audited a minimum of once a year.

SECTION 3. Vacancies.

- (a) Any vacancies occurring on the Board or among the officers during the year shall be fulfilled until the next annual election by a majority vote of all the then 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.

SECTION 4. Removal of Board Member or Officer.

- (a) Any Board Member who misses two (2) Board meetings and/or 50% of the regular Club meetings to date during the Club's official year shall be notified by mail within one (1) week of the missed meeting by the Secretary and asked to give a written justifiable reason for his/her absence within two (2) weeks.
- (b) If no reason is given, or a majority of the Board Members in attendance at the next regular Board meeting or Special Board meeting called for this purpose agree that the absences were not justifiable, that Board Member's position shall thereby be declared vacant.

ARTICLE V. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year.

(a) The Club's fiscal Club Year shall begin on the 1st day of October and end on the 30th day of September.

SECTION 2. Annual Meeting.

(a) The Annual Meeting shall be held within 45 days of the election of officers.

SECTION 3. Elections.

(a) Elections shall be held in the month of September at which the Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article.

(b) The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

(c) Each retiring Officer and Director shall turn over to their successor in office all properties and records relating to that office prior to the Annual Meeting and the new Officers and Directors shall take office at the Annual Meeting.

SECTION 4. Nominations.

(a) No person may be a candidate in a Club election who has not been nominated. During the month of June, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chair for the committee and it shall be their duty to call a committee meeting which shall be held on or before July 1st.

(b) The Committee shall nominate one candidate for each Office and Board position open, and after securing consent of each person, in writing, so nominated, shall immediately report their nominations to the Secretary in writing.

(c) Upon receipt of the Nominating Committee's report, the Secretary shall before July 15th notify each member in writing of the candidates so nominated.

(d) Additional nominations may be made at the August 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, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying their willingness to be a candidate.

(e) 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 from the Nominating Committee.

(f) Nominations cannot be made in any manner other than as provided in this Section.

ARTICLE VI. COMMITTEES

SECTION 1. Appointments.

SECTION 2. Termination.

(a) Any committee chair or member may be terminated by a majority vote of the Board upon written notice to the person; and the Board may appoint successors to those persons whose services have been terminated.

SECTION 3. Description of Authority.

(a) Within thirty (30) days of filling an appointed position the Board of Directors shall provide the appointed person a written description of that person's authority.

(b) The description shall contain the maximum amount of Club money the person may expend per year and type of activities the person can undertake on the Club's behalf without requiring prior approval by the Board.

SECTION 4. Ex-Officio Members.

(a) The President and Vice President of the Club shall be non-voting ex-officio members of all committees except the Nominating Committee.

ARTICLE VII. DISCIPLINE

SECTION 1. American Kennel Club Suspension.

(a) Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

SECTION 2. Charges.

(a) 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 specifics 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 following a hearing. 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 which would be prejudicial to the best interests of the Club or the Breed. If the Board considers that 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 entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of a hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if their wishes.

SECTION 3. Board Hearing.

(a) 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 6 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 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 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.

SECTION 4. Expulsion.

(a) 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 recommendations as provided in Section 4 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 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The members shall then vote by secret, written ballot on the proposed expulsion. A 2/3 vote of those voting members at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VIII. 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 20% of the voting membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board by the Secretary for a vote within 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 2/3 vote of the voting members present 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 to each member at least 2 weeks prior to the date of the meeting. No Constitution or By-Law changes are effective without AKC approval.

ARTICLE IX. DISSOLUTION

SECTION 1. Dissolution.

The Club may be dissolved at any time by the written consent of not less than 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 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 X. ORDER OF BUSINESS

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of Last Meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board

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 XI. ROBERTS RULES OF ORDER

All situations not covered by the above Articles will be governed by Laws of Order, Parliamentary Procedure - Roberts Rules of Order.

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