

Central Rockies Schipperke Club of Greater Denver
Constitution and Bylaws
October 2005

CONSTITUTION

ARTICLE I
Name and Objects

SECTION 1. Club Name. The name of the Club shall be Central Rockies Schipperke Club of Greater Denver, Inc. (hereafter referred to as "the Club").

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

- a) as a Social Club for owners, breeders and fanciers of the Schipperke breed of Dog (Schipperkes)
- b) to encourage and promote quality in purebred Schipperkes and to do all possible to bring their natural qualities to perfection;
- c) to urge members and breeders to accept the standard of the breed as developed by the Schipperke Club of America and approved by The American Kennel Club as the only standard of excellence by which the Schipperke shall be judged;
- d) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests and agility events.
- e) to conduct sanctioned matches, dog shows, obedience trials, agility events, tracking tests and other events under the rules and regulations of The American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, fund raising activities, 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 Constitution or such bylaws as may be required to carry out these objects.

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BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the objectives and code of ethics of the Central Rockies Schipperke Club of Greater Denver, Inc. (hereafter referred to as "the Club").

- (a) 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 service area.
- (b) Membership will not be limited to breed owners, but shall be open to anyone interested in the breed.

SECTION 2. Types of membership. There shall be two (2) types of membership open to all persons eighteen (18) years of age and older, and one (1) type of membership open to persons between ten (10) and eighteen (18) years of age.

- (a) *Regular membership.* A type of membership with full voting privileges open to persons eighteen (18) years of age or older who are eligible under Article I. Section 1. of these bylaws.
- (b) *Associate Membership.* A type of membership, selected by the applicant, not carrying voting privileges, but having all other privileges of membership. Associate Membership is recommended for those applicants unable to attend regular meetings. If at any time an Associate Member wishes to establish Regular Membership status, he may do so by following normal application procedures for Regular Membership status as set forth in Article I. Section 4. of these bylaws.
- (c) *Junior Membership.* A type of Associate membership not carrying voting privileges, but having all other privileges of membership, open to anyone between ten (10) and eighteen (18) years of age. A Junior Member, who turns 18 and wishes to establish Regular Membership status, may do so by following normal application procedures for Regular Membership status as set forth in Article I. Section 4. of these bylaws.

SECTION 3. Dues.

Annual dues are payable on or before the first (1st) day of January of each year. Club dues shall be no less than the following:

Regular - \$15.00
Associate - \$10.00
Junior - \$10.00

During the month of October, the Treasurer shall send to each member a statement of his dues for the ensuing year, including any other indebtedness to the Club.

In no case may a person be entitled to vote at any Club meeting if his dues are unpaid as of the date of that meeting.

SECTION 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and code of ethics of the Central Rockies Schipperke Club of Greater Denver, Inc., and the rules of The American Kennel Club. The application shall state the name and address of the applicant, and it shall carry the endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

- (a) *Regular membership.* Each applicant shall be sponsored by a member in good standing; sponsor will introduce applicant, who shall be present, when the application is read by the secretary for the first time. At the next regular meeting at which the applicant is present, the application will be read aloud and voted on. An affirmative vote of 2/3 of the members present and voting shall be required to elect. Voting shall be by secret ballot. This process must be completed within twelve (12) months of date of application.
- (b) *Associate Membership.* The Board of Directors shall approve applicants for associate membership.
- (d) *Junior Membership.* The Board of Directors shall approve applicants for junior membership.
- (e) Applicants for membership who have been rejected by the Club may not reapply within one year after such rejection.

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SECTION 5. Termination of Membership. Memberships 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 are incurred on the first day of January of each year.
- (b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 1st; however, the Board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.
- (d) Any person who has terminated his membership by resignation or expulsion will not have his dues refunded.

ARTICLE II Meetings and Voting

SECTION 1. Club Meetings. Meetings shall be held on the second Saturday of each month within the greater Denver area. Meetings of the Club shall be held at such hour and place as may be designated by the Board of Directors. Written or electronic notice of each meeting shall be sent to all members at least 10 days prior to the meeting date to all members. The quorum for such meetings shall be twenty (20) percent of the regular 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; or 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 greater Denver area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic notice of such a meeting shall be provided 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 date, hour, place and purpose of the meeting, and no other Club

business may be transacted thereat. The quorum for such a meeting shall be twenty (20) percent of the regular members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held within the greater Denver area at such date, hour and place as may be designated by the Board. Written or electronic notice of each such meeting shall be provided to each Board member at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Any member of the Club may attend any Board meeting, but only Board members have voting privileges.

SECTION 4. Special Board Meetings. 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. Such special meetings shall be held within the greater Denver area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be provided to each Board Member at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any regular membership meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers, the Immediate Past President, and one other Board-Member-At-Large for every ten voting members up to four (4). The Immediate Past President is not elected to the Board but has voting status. If the President is re-elected beyond the first year of office, the position of "Immediate Past President" on the Board shall be vacant and an additional Board-Member-At-Large shall be elected. All Board Members shall be members in good standing and 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 installed. General management of the Club's affairs shall be entrusted to the Board of Directors. All committees are subject to the authority of the Board. All members of the Board, with the exception of the Immediate Past President, shall be elected for

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one-year terms at the Club's Annual Meeting and shall take office immediately following the election. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

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. He shall act as executive head of the Club and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the constitution and these bylaws. The President shall appoint all committee Chairpersons, subject to ratification by the Board, and shall be ex-officio member of all committees except the Nominating Committee.
- (b) The Vice President shall assist the President when necessary, have the duties and exercise the powers of the President in case of the President's death, absence, resignation, suspension, or incapacity, for the remainder of the current term.
- (c) The Secretary shall keep a record and minutes of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; certify and keep the original, or a copy, of these Constitution and Bylaws as amended or otherwise altered to date; be custodian of the records and 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 Constitution and Bylaws.
- (d) The Treasurer shall collect and receive all money due or belonging to the Club and receipt therefore he/she shall deposit the same in the bank or other depository satisfactory to the Board, in the name of the Club, and any such deposits shall be subject to withdrawal only upon the authorized signature of either the Treasurer or the President of the club. His/her books shall at all time be open to inspection of the Board and

he/she 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 at the annual meeting he/she shall render an account of all money received and expended during the previous year. The Treasurer shall also be responsible for preparing or have prepared and filing all necessary income tax reports, both state and federal.

SECTION 3. Attendance. Any Officer or Director who is unable to attend any meeting shall notify the President or Secretary and make arrangements for his reports to be presented at the meeting.

SECTION 4. Removal of Elected Officers. Elected Officers and Directors may be removed from office by means of a written resignation, or death. Vacancies of the Board shall be filled in accordance with Section 5 of this Article.

SECTION 5. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a member elected 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.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Fiscal Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December.

SECTION 2. Club Year. 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 3. Annual Meeting. The annual meeting shall be held in the month of February, at which Officers and Directors for the ensuing year shall be elected by secret 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 the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 4. Elections. The nominated candidate receiving the greatest number of votes for each office

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shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 5. Eligibility for Office. Only eligible voting members shall be entitled to hold office. All candidates must have been members in good standing for not less than six (6) months prior to the Nominating Committee's first meeting.

SECTION 6. *Nominations.* No person may be a candidate in a Club election who has not been nominated. During the month of August the Board shall select a Nominating Committee not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons of their selection. The Board shall name a Chairperson for the Committee.

- (a) The Committee shall nominate one candidate for each office and position on the Board, and after securing the consent of each person so nominated, the Committee shall immediately give report of their nominations to the Secretary.
- (b) The Nominating Committee shall present a slate of candidates no later than October 15. Such slate shall be sent to all members by the Secretary or published in the newsletter and mailed to all members no later than the November meeting.
- (c) Additional nominations may be made at the November meeting by any regular member in good standing, provided that the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate for the office. No person may be a candidate for more than one position.
- (d) The final slate shall be mailed at least ten (10) days prior to the Annual Meeting date to all members or published in the newsletter.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority

of the Board. Special committees may also be appointed by the Board for particular projects. All committee members shall communicate with and report all committee activities to the Committee Chair.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from 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 deposit of \$50 in cash, 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 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 interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered 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 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 his fellow members at the ensuing Club meeting which considers

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the Board's recommendation. Immediately after the Board has reached a decision, its finding 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 proceeding 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 in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 so voted, the Board's 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 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 by a 2/3 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 to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members after a 60 day written notice by certified mail to all members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be

distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organizations 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
- Reports 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
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X Parliamentary Authority

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these constitution and bylaws and any other special rules of order the Club may adopt.

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ADOPTION OF CONSTITUTION AND BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Constitution and Bylaws, consisting of 6 preceding pages, as the Constitution and Bylaws of this club.

Dated: _____
