

Constitution of the Standard Schnauzer Club of Northern California (SSCNC)

Article I *Name and Objectives*

Section 1. The name of the Club shall be the Standard Schnauzer Club of Northern California (SSCNC).

Section 2. The objectives of the Club shall be:

- (a) to define the standard of the Standard Schnauzer and to urge members and breeders to accept the standard as approved by the American Kennel Club as the only standard of excellence by which Standard Schnauzers shall be judged;
- (b) to encourage and promote quality in the breeding of American Kennel Club purebred Standard Schnauzers and to do all possible to bring their natural qualities to perfection;
- (c) to promote the Standard Schnauzer's natural abilities as a show dog, obedience dog, family dog and guard dog, by sponsoring and supporting dog shows, obedience trials, and performance events such as tracking tests, agility and herding trials;
- (d) to serve as a clearing house to provide information for the general public about the Standard Schnauzer, its breeding, care, and training;
- (e) to protect and advance the interest of the breed by encouraging sportsmanship among the owners, breeders and fanciers of the Standard Schnauzer;
- (f) to conduct licensed specialty shows, obedience trials and any other AKC event for which the club may be eligible under the Rules and Regulations of the American Kennel Club.
- (g) to serve as regional coordinator for Rescue efforts for the Standard Schnauzers.

Section 3. The Club shall not be conducted or operated for profit and no part of any remainder or residue from dues 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 Bylaws as may be required to carry out these objectives.

Standard Schnauzer Club of Northern California

Bylaws

Article I *Membership*

Section 1. *Eligibility*

There shall be two types of membership, open to persons 18 years of age and older, who are in good standing with the American Kennel Club and who subscribe to the objectives of this Club. While membership is unrestricted as to residence, the club's primary purpose is to be representative of Owners and Fanciers in its immediate area.

Family membership:

Open to two persons, over the age of 18 years, residing in the same household and includes the right to vote and hold office. Each person is entitled to a vote.

Single membership:

Open to one person, over the age of 18 years, and includes the right to vote and hold office. The person is entitled to a vote.

Life membership:

Enjoys the privileges of the Club including the right to vote and hold office. Life members are not asked to pay dues. Members in this type of membership are recommended to the general membership for a vote of confirmation, based on their years of dedicated service to the Club and the Standard Schnauzer breed.

Section 2. *Dues*

(a) Dues Payable:

Dues shall be payable the first day of January each year and shall become delinquent the last day of March. Membership shall be deemed lapsed if dues are not paid by April 1, of each year.

(b) Dues Statements:

The Treasurer shall cause to be published a dues notice for the upcoming year in the first official Club publication of the current year. This statement shall include the amount due for each class of membership or any other pertinent information, and the name and address of the Treasurer. During the month of February, a statement shall be sent to all unpaid members on which is printed the first sentence, Section 4(b) of the Bylaws. Dues not paid on or before the April 1st deadline shall cause the membership in question to lapse.

(c) Amount of Dues:

The amount of the annual dues shall be proposed by the governing Board and voted upon by the membership at the December annual meeting. If a simple majority of the membership are present at the annual meeting, then the vote in favor of or against the recommended dues shall be carried by a majority vote of those present at the annual meeting.

If a simple majority of the membership is not present at the December meeting, then the proposed dues shall go out to the membership in the form of a written ballot. Written ballot shall include the date by which the ballot must be returned to the Secretary for counting.

(d) Lapse of Membership:

During the first week of April, the Treasurer shall send the Club Secretary and the keeper of the official membership list the names and addresses of memberships that have lapsed. In no case shall a member whose dues are unpaid as of the date of any Club meeting be entitled to vote at that meeting.

Section 3. *Election to Membership*

(a) Application:

Applicants for membership shall apply on a form provided by the Club stating that the applicant agrees to abide by this Constitution, Bylaws, Code of Ethics, and the rules of the American Kennel Club. The application shall carry the endorsement of one member in good standing with the Standard Schnauzer Club of Northern California and the American Kennel Club who does not reside in the same household with the applicant. This application must be accompanied by an Application fee for the current year.

The applicant to membership shall be required to attend at least two meetings or sanctioned Club activities within one year of their application date prior to the review of the application by the Board of Directors. Prior to a recommendation by the Board of Directors to the membership on Applicant, the

application shall contain a second endorsement by an SSCNC Member in good standing.

(b) Publication and Review of Membership Applicants:

All applications for membership are to be filed with the First Vice President, and a copy of the application for membership shall be forwarded by that Officer to the Treasurer and to the Secretary (and/or Editor of the club newsletter), who shall cause the Application summary to be published in the next edition of the club newsletter for members to review.

(c) Objections to Membership Applications:

Objections to the acceptance of an applicant by the general membership must be received by the Secretary in writing within 60 days of the Application summary being published in the club newsletter. The Board shall forward any objections submitted by members, to the membership for consideration prior to a vote pursuant to Section 3(d).

(d) Vote on Membership Applications:

Once the Applicant has met the requirements of Section 3, the application shall be voted upon by the Board of Directors and a majority of the Board of the Directors present shall be required to make a recommendation to the Membership on Acceptance or Non-Acceptance of the Applicant. A secret ballot shall be cast by Members on the Application(s) presented by the Board of Directors at any General Club Meeting. A simple majority vote of those Members present at that meeting shall be all that is necessary for Acceptance or Non-Acceptance of an Applicant.

(e) Non-Acceptance of Applicants:

- Recommendation of non-acceptance shall be given to Applicants who do not attend at least two club functions within one year of their application or who cannot secure a second endorsement of an SSCNC member on their application within one year of their application date. These Applicants shall be notified in writing, by the Vice-President in charge of membership, of their noncompliance with Section 3 (a). Said notice shall contain a copy of Section 3(a) language.
- Should just cause be submitted in writing by a member of SSCNC that the Applicant is not in good standing with the American Kennel Club or an outside All-Breed Club or Specialty Club because of past deeds or omissions or behaviors.
- In the furtherance of its role of protecting and advancing the interest of the breed, the Board of Directors shall recommend non-acceptance for any Applicant whose breeding practices are contrary to the best interest of their dogs and the Standard Schnauzer breed in general, or who can be

identified by the American Kennel Club or the Standard Schnauzer Club of America as meeting a defined criteria of a "High Volume Breeder".

- Applicants for membership who have been recommended for non-acceptance may reapply after six months.

Section 4. *Termination of Membership*

(a) By resignation:

Any member in good standing may resign from the Club by written notice to the Secretary, but no member's resignation shall be accepted until all outstanding debts to the Club are paid. Dues obligations are considered a debt to the Club, and they become incurred on January 1 and are considered delinquent if not paid before April 1 of each year. Persons resigning their membership from January to March of each year are NOT obligated for that year's dues payment.

(b) By lapsing:

A membership will be considered lapsed and automatically terminated if such member's dues are not paid before April 1. However, the Board of Directors may grant up to an additional 90 days' grace period to such delinquent members in meritorious cases. Those whose membership has lapsed will be so notified by the Treasurer. Membership lost due to unpaid dues may be regained by reapplication.

(c) By expulsion:

A member may be terminated by expulsion as provided in Article VI, Section 4 of these Bylaws.

Article II *Meetings*

Notwithstanding any wording to the contrary, notices of all Meetings shall be published at least 15 days prior to the event and said notices shall be made available to all members.

Section 1. *Club Meetings*

Meetings of the Club shall be held within its area no less than six times a year at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least fifteen 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 Meetings*

Special meetings may be called by the President or by a majority vote of the members of the Board who are either present at a meeting of the Board or who have voted by mail, fax or other acceptable means of electronic communication as required by Article II Section 3: or such meetings may be called by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. In any case, the Board of Directors shall be responsible for setting the place, date and hour of such meeting. Written notice of such meeting shall be mailed by the Secretary at least 15 days and not more than 30 days prior to the meetings. The notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for a Special Meeting shall be no less than 20% of the members in good standing.

Section 3. *Board Meetings*

Meetings of the Board of Directors shall be held within the Club's immediate area no less than four times a year (one meeting every three months), or more often as needed, at such hour and place as may be designated by the President. The Board may elect to hold Board Meetings via telephone or video conferencing, provided that all members in attendance are in simultaneous communication. If any discussion cannot be agreed upon the item will be held over for the following Board Meeting allowing face to face discussion. The quorum for such a meeting shall be a majority of the Board. The Board may conduct the day-to-day operations of the club via telephonic or e-mail Correspondence. The Secretary shall keep hard copies of these e-mails and responses discussed by the Board for the betterment of the Club. Said correspondences shall be equal to a physical Board Meeting and the Membership shall be kept apprised of discussions and decisions of these electronic meetings. The Secretary shall cause to be published in the club's newsletter, a summary of the minutes of any Board meeting whether live or via electronic mailings.

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 Club's operating area, at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Telephonic notice of such meetings shall be followed by written notice, which shall be mailed by the Secretary at least five days and not more than 15 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 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. Proxy voting will not be permitted at any Club meeting or election.

Article III *Directors and Officers*

Section 1. *Board of Directors*

The Board of Directors shall be comprised of the SSCNC Club officers and two other persons, all of whom 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; they 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, 1st Vice President, 2nd 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. Officers of the Club shall reside within the primary geographical operating area for SSCNC.

- (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 bylaws. In addition, the President shall keep the Club's historical records.
- (b) The 1st Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. Further, the 1st Vice President shall receive new member applications, and shall refer them to the Board of Directors for review in accordance with Article I Section 3. Upon being notified by the President that said application(s) have been favorably reviewed by the Board, the 1st Vice President shall provide that information to the Secretary and newsletter editor for publication, and notify the new member(s) of the result of the vote on the membership application, and keep membership records current. Further, the 1st Vice President shall receive the original statement of all Financial Accounts for SSCNC for independent review prior to forwarding a copy of said statements to the Treasurer.
- (c) The 2nd Vice President shall be the Show Chairman for the Club's annual specialty show. The 2nd Vice President is responsible for bringing forth to the membership for vote, a slate of Judges for each Regional Specialty, as provided to him by the Judges Nominating Committee at least one year prior to the date of the annual Regional Specialty. The 2nd Vice-President is

responsible for organizing the Chairpersons to help with the running of the annual Regional Specialty. The Board of Directors is responsible for bringing forth to the 2nd Vice President by March 31st of each year, a proposed Budget for the Regional Specialty including anticipated cost for the facilities, Judges' fees, trophies and ribbons and misc. expenses associated with this event. It shall be the responsibility of the 2nd Vice President to operate within the general guidelines set down by the Board of Directors with regards to the planning of the Regional Specialty.

- (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, 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 bylaws.
- (e) The Treasurer shall collect and receive all money due to or belonging to the Club. Money shall be deposited in a bank designated by the Board in the name of the Club. A record of receipts and disbursements and the reasons thereof, along with the times of said transactions ("the books") shall be kept by the Treasurer. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting an accounting shall be rendered of all money received and expended during the previous fiscal year. Originals of the Banking statements shall be sent to the 1st\ Vice-President who will audit them and forward them to the Treasurer in a timely manner.
- (f) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of the officers cited above plus three other persons rather than. Two, otherwise as cited in Article III Section I above.

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 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 resident shall be filled automatically by the 1st Vice President and the resulting vacancy in the office of 1st Vice President shall be filled by the Board.

Section 4. *Indemnification*

The Standard Schnauzer Club of Northern California (SSCNC) shall and hereby does indemnify all present and former officers and Directors "officers" of the SSCNC and their respective heirs, administrators, successors, and assigns, for expenses and costs (including attorneys' fees) actually and necessarily incurred by said officers in connection with any claim asserted against said officers, by action in court or otherwise, for actions taken or not taken in their capacity as officers, unless said officer shall have been found guilty of gross negligence or misconduct in respect to the matter for which indemnity is sought by said officers. This indemnification shall be considered a primary claim against all money in the Club treasury above the sum of \$500 until final disposition of the claim is made in court or otherwise, unless a suitable "errors and omissions" insurance policy is purchased by the Club in favor of the officers and Directors cited above. The Board of Directors, by majority vote, may engage an attorney to determine the validity of the claim, and the parties to whom any payment of Club funds should be made in furtherance of the instant indemnification. In support of that indemnification, the President shall direct the Treasurer to pay, periodically, sums in possession of the club in excess of the \$500, until the claim is laid to rest.

Article IV ***The Club Year, Annual Meeting, Elections***

Section 1. *The Club Year*

The Club's fiscal year shall begin on the first day of January and end on the last day of December.

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 December, at which officers shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. If no valid additional nominations are received by the annual meeting held in December, the nominating committee's slate shall be declared elected and no balloting will be required. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all property and records relating to that office within 30 days after the election.

Section 3. *Elections*

The nominated candidate receiving the greatest number of votes for each

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

Section 4. *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 consisting of three members and two alternates, not more than one of whom may 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 such person's duty to call a committee meeting, which shall be held on or before September 15th.

(a) The committee shall nominate one candidate for each office and positions on the Board, and, after securing the consent of each person so nominated, shall immediately report its 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 meeting to notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the meeting preceding the annual meeting by a member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the person proposing that candidate shall present to the Secretary a written statement from the proposed candidate signifying his willingness to stand for that office. 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 provided in this section.

Article V *Committees*

Section 1. *Appointment to Committees Standing and Special Committees*

The President, with the approval of the Board, may each year appoint standing committees to advance the work of the Club in such matters as dog shows and obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees may be comprised of voting and non-voting members and such committees shall always be subject to the final

authority of the Board. Special committees may also be appointed by the President with the approval of the Board to aid it on particular subjects.

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 I. *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. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, 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 or more than six 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 his own defense and bring witnesses if he wishes; a copy of same shall be sent to the complainant. The Secretary shall point out, in this official communication with both complainant and defendant, that both agreed, upon application/election to membership, that the SSCNC shall not be held liable for incidental and consequential damages, and both complainant and defendant agreed not to sue the SSCNC in connection with any matter related to the Club.

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 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 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 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 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 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% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and all amendments 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 secret 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. 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 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 the last meeting
- Report of the President
- Report of the Secretary
- Report of the 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 the Secretary
- Report of the 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 Bylaws and any other special rules of order the Club may adopt.

Adopted: December 2015

