

CONSTITUTION AND BY-LAWS OF SAMOYED CLUB OF AMERICA, INC.

Founded in 1923

Member of the American Kennel Club

CONSTITUTION

ARTICLE I - NAME AND OBJECTIVES

SECTION 1 The name of the Club shall be "**SAMOYED CLUB OF AMERICA, INC.**".

SECTION 2 The objectives of the Club shall be:

- (a) to encourage quality in the breeding of pure-bred Samoyeds and to do all possible to bring their natural qualities to perfection;
- (b) to encourage the organization of Independent local Samoyed Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) 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;
- (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dogs shows, obedience trials, herding, agility, and other events;
- (e) to conduct sanctioned matches and specialty shows, obedience trials, herding, agility, and other events under the rules of The American Kennel Club.
- (f) to educate our members and the general public about all aspects of the Samoyed breed, especially its history, care, welfare, and training, and to fund and support these efforts as directed by the Board of Governors.

SECTION 3 The Club shall not be conducted or operated for profit and no part of any monetary profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual. Monies shall be spent only for SCA supported activities.

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 objectives.

BY-LAWS

ARTICLE I - MEMBERSHIP

SECTION 1 Eligibility There shall be six (6) 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 and who (except for Bulletin or Honorary Membership) own or are immediate members of families that own a Samoyed at the time of application and election to membership. Individuals elected to membership may switch from one type of voting membership to another type of membership at the time they pay their membership dues, provided they are eligible.

- (a) **Individual Membership** - Open to persons 18 years of age and older. Individual members enjoy all the privileges of the club including the right to vote and hold office.

(b) **Family Membership** - Shall be limited to any two members of the same family or two persons of different names, 18 years of age and older who reside at the same address. Each person has one vote and each may hold office.

(c) **Junior Membership** - The Junior membership is for an individual who is old enough to compete in AKC Junior Handler competition, but not more than 18 years of age. A Junior may continue in this classification until the end of the calendar year in which the Junior reaches age 18. At that time the Junior must reapply for Individual or Family Membership, but without any additional fees. The reapplying Junior will be published as an applicant for re-election to membership. Junior members cannot vote or hold office, but receive the Bulletin in their name.

(d) **Lifetime Membership** - Open to persons who have been a member of SCA for at least 30 consecutive years. Lifetime members can vote but may not hold office. Lifetime members do not pay any membership dues, but must still pay for a subscription to the SCA Bulletin. Those who are already Lifetime Members will switch to this type of membership with the next dues period after approval.

(e) **Honorary Membership** - Open to persons 18 years of age or older and who have contributed some outstanding service to the Breed Club and have been nominated and elected by 75% of the Governors or voting Members at the Annual Meeting. Honorary members cannot vote or hold office and do not pay dues. Honorary members may also hold Individual, Family, or Bulletin memberships.

(f) **Bulletin Membership** - Open to persons 18 years of age and older. Bulletin members must subscribe to the purposes of this club but are not required to own or be immediate members of families that own a Samoyed at the time of application and election to membership. Bulletin members cannot vote or hold office, or be referenced in any breeder referral activity or publication. Bulletin members must reapply in order to convert to any other form of membership.

(g) **Senior Membership** - Open to persons who have been a member of SCA for at least 30 consecutive years. Senior members cannot vote or hold office. Senior members do not pay any membership dues and do not receive the Bulletin.

SECTION 2 The annual dues, Bulletin subscriptions and initiation fees for each type of membership will be set by the Board and may not change more often than once in a fiscal year. Application for membership must be accompanied by the BOG approved initiation fees. Dues are not required to be paid for the calendar year in which application for membership is approved. In October the Treasurer shall send to each member a statement of his dues for the ensuing year which shall be payable on or before January 1. A second statement will be sent in January with a notice that membership will be terminated effective March 2 unless dues are received. The BOG may choose to add a late fee to the second notice to cover the added billing expense. The BOG may also, if deemed appropriate, assess mailing surcharges for any member. The amount of the mailing surcharges may only change once per fiscal year. No member may vote whose dues are not paid for the current year.

SECTION 3 ELECTION TO MEMBERSHIP

(a) Each applicant shall apply for membership on a form which has been approved by the Board of Governors. This form, to be filed with the Membership Chairperson, shall provide that the applicant agrees to abide by these constitution and by-laws and rules of The American Kennel Club. Such application shall state the name, address, occupation, and home telephone number of the applicant; registered name and registration number of Samoyeds owned. It shall carry the endorsement of two members in good standing. The two endorsements may not be made by joint family members nor may endorsers be related to the applicant. Initiation fee and application shall be sent to the Membership Chairman.

(b) When all application items are complete, the Membership Chairperson shall cause the names of all applicants to be published in the next issue of the official Club Publication, requesting members with pertinent information or comment to submit them within 45 days to the Membership Chairperson.

- (c) If no adverse comments are received within the specified 45 day period, the new applicants shall be added to the membership rolls of the Club.
- (d) Any applicant who receives adverse comment shall be subject to full Board review and ratification, and be given a chance to respond to any adverse comments. Such applicant may be elected to membership by secret ballot at any meeting of the Board of Governors or by secret vote of the Governors by mail. Affirmative votes of 2/3 of the Governors shall be required.
- (e) An application which has been rejected by the Board of Governors may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the Club may elect such applicant by a favorable vote of 90% of the members present.

SECTION 4 TERMINATION OF MEMBERSHIP

Memberships may be terminated:

- (a) by resignation. Any member may resign from the Club upon written notice to the Recording Secretary; but no member may resign when in dept to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the calendar year, and two notices have been attempted.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these by-laws.

ARTICLE II - GOVERNORS AND OFFICERS

SECTION 1 BOARD OF GOVERNORS

The Board of Governors shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and ten (10) other directors, all of whom shall be members in good standing who are residents of the United States. The officers shall be elected for one-year terms and the Directors shall be elected for two year terms as provided in Article IV, and shall serve until their successors are elected. Five (5) of the Directors shall be elected each year. The Delegate to The American Kennel Club shall serve as a non-voting member of the board. General management of the Club's affairs shall be entrusted to the Board of Governors.

All officers and governors may serve any number of terms consecutively to which they are elected except the President who may serve a maximum of two full terms consecutively.

SECTION 2 OFFICERS

The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding 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. The Vice President shall perform specific duties assigned by the President or Board of Governors.
- (c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and all votes taken by mail, and of all matters of which a record shall be ordered by the Club, and shall submit reports of these meetings for publication in the Club Bulletin. The Recording Secretary shall also be responsible for preparation and mailing of reports and ballots to the general membership, and notify members of meetings and shall have charge of all other correspondence not specifically assigned elsewhere in the By-Laws.

(d) The Corresponding Secretary shall perform the requirements of the information officer of the Club and carry out such other duties as are prescribed in these by-laws or delegated by the Board.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer's books shall be at all times open to inspection of the Board and at the Annual Meeting the treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall pay all bills on a timely basis that have been approved in the annual budget. Items that are not included in the annual budget shall go to the Board of Governors for approval prior to making a commitment of funds. Monies of the Club shall be expended only by majority vote of the Board or for such routine requirements as stationary, postage, and committee expenses. Emergency expenditures may be approved by the President.

The Treasurer shall be bonded in such amount as the Board of Governors shall determine. The Treasurer will submit a new annual budget, to the Board by September 1 of each year. The Treasurer will make the books available for an audit to be reported to the Board by April 30th of each year. The Treasurer shall prepare and file all reports required by local, state, and federal law.

(f) The Delegate to the American Kennel Club shall attend the AKC Delegate meetings as frequently as possible and act as the representative of the Samoyed Club of America to the American Kennel Club. The AKC Delegate shall serve a 2 year term and is subject to final approval by the American Kennel Club before the term can commence. The term of office of the previous Delegate does not end until the credentials of the new Delegate are accepted by the American Kennel Club.

(g) The Board may also appoint temporary non-voting helpers if the duties of any officer become too great for that officer to handle effectively.

SECTION 3 VACANCIES

Any vacancy occurring on the Board or among the Officers during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board; 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. Any officer or Board Member who has missed 3 or more meetings during a club year, without just cause and approval of the Board, may be removed from office by a majority vote of the remaining members of the Board.

ARTICLE III - MEETINGS

SECTION 1 ANNUAL MEETING

The Annual Meeting of the Club shall be held between September 8 and October 31 in conjunction with the Club's Specialty Show if possible, at a place, date and hour designated by the Board of Governors before April 1. Written notice of the Annual Meeting shall be mailed by the Recording Secretary to each member at least 30 days prior to the date of the meeting. The quorum for business transacted at this meeting shall be 10% of the voting members in good standing, although non-binding advisory votes may be made with less than a quorum.

SECTION 2 SPECIAL CLUB MEETINGS

Special Club Meetings may be called by the President or by a majority of the members of the Board or shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Governors. Written notice of such meeting shall be mailed by the Recording Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the Purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing. Special meetings may be held by mail.

SECTION 3 The Board may submit any resolution or motion adopted at the Annual Meeting or at a special meeting to the entire membership for ratification or rejection by mail vote, provided the ballots for such a vote are mailed to the

members within 60 days after the date of the meeting. The quorum for such mail vote shall be 20% of the members in good standing.

SECTION 4 **BOARD MEETINGS**

Meetings of the Board of Governors shall be held at such times and places as are designated by a majority vote of the entire Board or by notice from the Recording Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person, by mail, FAX, or telephone conference call.

SECTION 5 The Board of Governors may conduct its business (voting) by mail, e-mail, FAX, video conference or telephone conference call through the Recording Secretary provided it does not conflict with any other provision of these bylaws. In order to use electronic mail (email) to conduct the business of the club, all board members must agree to participate and every board member must have available (or be provided with) the means to participate. Additionally a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members and a mechanism must be in place to verify that the eligible board members are "listening". Items voted upon by mail, fax, email or telephone conference call shall be confirmed in writing by the Recording Secretary within 10 days.

SECTION 6 Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference.

ARTICLE IV - THE CLUB YEAR, VOTING, NOMINATIONS, AND ELECTIONS

SECTION 1 **CLUB YEAR**

The Club's fiscal year shall begin on the 1st day of November and end of the 31st day of October. The Club year shall begin on November 1st and continue through October 31st of the following year. The elected officers and Governors shall take office on November 1st. Club properties, records, projects completed or works in progress are considered the property of the SCA. Each retiring officer shall turn over to his/her successor in office all relevant properties, projects and records relating to that office by November 15th.

SECTION 2 **VOTING**

- (a) At the Annual Meeting or at a Special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting. Voting by proxy shall not be permitted.
- (b) Election of officers and governors, amendments to these constitution and by-laws and to breed standard shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted.
- (c) The Board of Governors may decide to submit other specific question for decision of all club members by written ballot cast by mail. If the Board decides to submit such other questions to the members by written ballot, they shall require for adoption a total vote of not less than 20% of the members in good standing, and a favorable vote of a majority of the members whose valid ballots are returned within the time limit specified, which shall not be less than 30 days.
- (d) Unless otherwise provided to the contrary in these constitution and by-laws, all matters of business placed before the membership shall be decided by a Chief Teller seven days prior to the date of the meeting.
- (e) Results of the voting by the membership for the election of officers and governors and on any notice, resolution, or amendment shall be published in the next available issue of the official Club publication.

SECTION 3 **NOMINATIONS AND BALLOTS**

No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. A nominating Committee shall be chosen by the Board of Governors before April 1. The Committee shall consist of the Chairperson and 4 members with 3 alternates, all members in good standing, no more than one of whom may be a member

of the current Board of Governors. The Nominating Committee shall communicate by mail or fax when submitting the slate or receiving acceptance letters from nominees.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Governors and a candidate for the Delegate to the American Kennel Club and shall procure the written acceptance of each nominee so chosen. The Nominating Committee, in choosing its slate, shall consider geographical representation of the membership to the extent that it is practicable to do so. No later than May 10th, the committee shall submit its slate of candidates, showing city and state of residence alongside each candidate's name to the Recording Secretary who shall mail the list to each member of the Club on or before June 1, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his/her regular address on or before July 1, signed by five members and accompanied by written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the Delegate to The American Kennel Club, 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.

(c) If no valid additional nominations are received by the Recording Secretary on or before July 1, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required. The designated slate shall take office on November 1. The Recording Secretary shall notify the membership that the slate was so elected.

SECTION 4 ANNUAL ELECTION

(a) If one or more valid additional nominations are received by the Recording Secretary on or before July 1, they shall on or before July 20, mail to each member a ballot which lists in alphabetical order the nominees for each position, showing city and state of residence alongside each nominee's name. They shall enclose a blank envelope and a return envelope. The return envelope shall be addressed to the Chief Teller, shall be marked "Ballot", and shall bear the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn, shall be placed in the return envelope. Ballots, to be valid, must be received by the Chief Teller at the address shown on the return envelope on or before September 1.

(b) On or before June 15th, the President, with the approval of the Board, shall appoint a Tellers' Committee including a "Chief Teller" and no less than four (4) additional members in good standing, who are neither members of the current Board, nor candidates for election. With approval of the Board, the Tellers' Committee may be replaced by a hired professional teller of the Board's choosing. In the period between the closing of the polls and the annual meeting, the Tellers' Committee shall meet for the purpose of checking the ballots returned against the list of members whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes. The committee shall certify the eligibility of the voters, as well as the results of the voting which shall be announced at the annual meeting. All ballots shall be held by the Recording Secretary for a period of at least sixty (60) days following the annual meeting.

(c) The persons receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the annual meeting, is unable to serve for any reason, the vacancy so created shall be filled by the new Board of Governors at its first meeting in the manner provided by Article II, Section 3.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V - COMMITTEES

SECTION 1 The President, each year, shall submit recommendations to the Board for appointment of all standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final

authority of the Board. Special Committees may also be submitted by the President to the Board for approval to aid on particular projects. The normal standing committee appointments will run from January 1 to December 31, but will be held over beyond the termination date if the Board fails to reappoint or terminate the Committee by December 31.

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.

SECTION 3 Every committee is required to submit a written summary report of its work to the Board and to the club membership at the Annual Meeting, and such reports will additionally be published to all the membership on the SCA website.

SECTION 4 All committee properties, records, projects completed or works in progress are considered the property of the SCA and shall be turned over by the standing committee chairperson to his/her successor by January 15th.

ARTICLE VI - DISCIPLINE

SECTION 1 AMERICAN KENNEL CLUB SUSPENSION

Any member who is suspended from any or all 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 interest of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$250.00 which shall be forfeited if such charges are not sustained by the Board or Committee following a hearing.

The Recording 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 interest of the Club or of 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 or a Committee, of not less than three members of the Board, not less than 3 weeks, nor more than 6 weeks thereafter. The Recording Secretary shall promptly send one copy of the charges and specifications to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish. The complainant may not submit additional evidence beyond what was included in the original charges and specifications.

SECTION 3 BOARD HEARING

The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If any party has an attorney present, the attorney may remain in the room, but may not participate. Should the charges be sustained after hearing all evidence and testimony presented by complainant and defendant, the Board or Committee 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 or until the next Annual Meeting if that will occur after six months. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties (return receipt requested) of the decision and penalty, if any.

And if it deems that suspension is insufficient, the Board 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 recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties (return receipt requested) of the decision and penalty, if any. The disposition shall be immediately published to the membership.

SECTION 4 **EXPULSION**

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a Board hearing and upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this club meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand. Any such disposition shall be immediately published to the membership.

ARTICLE VII - AMENDMENTS

SECTION 1 Amendments to the constitution and by-laws and the breed standard may be proposed by the Board of Governors or by written petition addressed to the Recording Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2 The Constitution and by-laws and the standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member accompanied by a ballot on which he/she may specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The quorum for amending the constitution and by-laws and the standard of the breed shall be 30% of the entire membership in good standing. The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to affect any such amendment.

SECTION 3 No amendment to the Constitution and by-laws or to the breed standard that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

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 non-profit organization for research for the benefit of dogs as selected by the Board of Governors.

ARTICLE IX - ORDER OF BUSINESS

SECTION 1 **CLUB MEETINGS**

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

Roll Call
Minutes of Last Meeting
Report of the President
Report of the Vice-President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of Officers and Board (at Annual Meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

SECTION 2 **BOARD OF GOVERNORS MEETINGS**

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call
Minutes of Last Meeting
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

SECTION 3 **BUSINESS PROCEDURE**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* (latest revision) 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 2010

SCA Board approved: 30April2010

SCA Membership approved: 1August2010

AKC final approval: 26August2010