

SAMOYED ASSOCIATION OF MINNEAPOLIS-ST. PAUL CONSTITUTION AND BYLAWS

ARTICLE I

NAME AND OBJECTIVES

- Section 1 The name of the Club shall be SAMOYED ASSOCIATION OF MINNEAPOLIS-ST. PAUL (S.A.M.S.)
- Section 2 The objectives of the Club shall be:
- (a) To encourage and promote quality in the breeding of purebred Samoyeds and to do all possible to bring their natural qualities to perfection.
 - (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Samoyeds shall be judged.
 - (c) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows and performance events.
 - (d) To conduct sanctioned matches, specialty shows, obedience trials and other performance events under the rules 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 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 Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

MEMBERSHIP

- Section 1 **ELIGIBILITY**
There shall be four types of membership: Regular, Family, Associate and Family Associate . These are open to all person's eighteen years of age and older who subscribe to the objectives of the Club and who are in good standing with the American Kennel Club. The family membership shall be limited to any two members residing at the same address over the age of eighteen. Additional members of that family may apply as individual members. Associate members are entitled to all privileges of the club except to vote or serve on the Board. Their membership will not be counted to determine the quorum.
- 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 immediate area.
- Section 2 **DUES**
Membership dues shall be payable on or before the first day of February of each year.
- Upon completion of each fiscal year, the Board shall have the option of increasing dues for the upcoming year, with a maximum of \$30.00 for an individual membership and \$35.00 for a family membership. Dues may not increase more than \$5.00 per year.
- No voting member may vote whose dues are not paid for the current year.

During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.

Members may change their membership level each year during the dues renewal period.

Section 3

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 Bylaw's 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 members (regular or associate) in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Dues paid in December or January shall apply to the ensuing year.

All applications are to be filed with the Secretary and each application is to be published in the next newsletter/notice following its receipt and read at the next meeting of the Club at which time it will be voted on by the general membership. An affirmative vote of at least 75% of the voting members present and voting by secret ballot is required for membership approval.

The results of the ballot will be announced immediately after election and published in the next newsletter or notice. Voting privileges of new members may be executed immediately.

Applicants for membership who have been rejected by the Club may not re-apply within six 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 July each year.

(b) By lapsing. Any member(s) who fails to pay their yearly dues by the due date (currently February 1) will have their memberships placed in a "membership not in good standing" status for a period of 90 days after the due date (second and third notices will be sent as per Club guidelines). Members not in good standing will lose all voting privileges and the right to participate in Club activities. If the dues are paid within the 90 day period, the member(s) will be reinstated as active members with all privileges that are entitled to their membership level, If the dues are unpaid after the 90 day period, then the membership is considered lapsed.

The lapsed member may again reapply for membership as per Article 1, Section 3 of these Bylaws.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II

MEETING AND VOTING

Section I

CLUB MEETINGS

Meetings of the Club shall be held within the greater Minneapolis-St. Paul area at least 6 times per year at a place and time so designated by the Board of Directors. The annual meeting is to be held in January.

Written notice of each such meeting shall be mailed or included in the Club newsletter

by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the voting 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 the petition signed by five voting members of the Club who are in good standing. 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. Written notice of such a meeting shall be mailed by the Secretary at least 10 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 20% of the voting members in good standing.

Section 3

BOARD MEETINGS

Meetings of the Board of Directors shall be held within the greater Minneapolis-St. Paul area at least 6 times per year as designated by the Board, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

The Board may, by affirmative vote of 2/3 of all Board members, elect to cancel the next regular meeting of the Board.

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 members of the Board. Such special meetings shall be held within the greater Minneapolis-St. Paul area at such place, date and hour as may be designated by the person authorized to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten 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. A quorum for such a meeting shall be a majority of the Board.

Section 5

VOTING

Each voting member in good standing whose dues are paid for the current fiscal year shall be entitled to one vote at any meeting of the Club at which they 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 seven (7) persons, the President, Vice President, Secretary, Treasurer and three other persons, all of whom shall be voting members in good standing elected at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2

OFFICERS

The Club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's absence, death or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notifying 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 with their addresses and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Money shall be deposited in a bank designated by the Board in the name of the Club. The books shall be at all times open to inspection by the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an accounting of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. An annual audit shall be conducted at the end of each fiscal year by person or persons selected by the Board of Directors.

(e) Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by the 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 in the vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section I

CLUB YEAR

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting (January) 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 January at which Officers and Directors for the ensuing year shall be elected by 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 his or her successor in office all properties 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 three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Beginning January 1, 1983, no Club member may serve more than six consecutive one year terms as a member of the Board of Directors.

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 Board member. The Secretary shall immediately notify the Committee members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his or

her duty to organize the Committee which shall complete its task on or before October 1st.

- (a) The Committee shall nominate (from voting members only) one candidate for each office and three (3) candidates for the three (3) other positions on the Board and, after securing the consent of each person so nominated shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before October 15th notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the final club meeting of the calendar year by any voting member in attendance provided that the person so nominated accepts when his or her name is proposed and is a voting member, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V

COMMITTEES

Section I The Board each year may appoint standing committees to advance the work of the Club in such matters as specialty 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 appointed by the President with the approval of the Board, to aid it on particular projects.

Section 2 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint 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 (voting or non-voting) 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 the deposit for \$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 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, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks, nor 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 or she 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 a 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 (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 case, the suspension shall not restrict the defendant's right to appear before his or 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, 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 Board's recommendation of expulsion.

The defendant shall have the privilege of appearing in his or 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 or her own behalf if her or she wishes. The voting members shall then vote by secret written 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 I

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) 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 voting 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 I

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 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 or non-profit organization or institution for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

ORDER OF BUSINESS

Section I 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
President's Report
Secretary's Report
Treasurer's Report
Committee Reports
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
Secretary's Report
Treasurer's Report
Committee Reports
Unfinished Business
New Business
Adjournment

ARTICLE X

Parliamentary Authority

Any matter of business not contained in these Constitution and Bylaws will be governed by Robert's Rules of Order -newly Revised; 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.

AMENDED: January 9, 1980
 January 13, 1982
 January 12, 1983
 January 9, 1991
 November 2, 1999