



# AMERI-CAN STABYHOON ASSOCIATION

## CONSTITUTION AND BYLAWS Version 2.0 – 22 August, 2010

### CONSTITUTION

#### Article I - Name and Objects

##### Section 1. Name

The name of the club shall be the Ameri-Can Stabyhoun Association (ASA), hereinafter referred to as the “Club”.

##### Section 2. Objectives

The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of the purebred Stabyhoun
- (b) to require members and breeders to accept the standard of the breed as approved by the Nederlandse Vereniging voor Stabij- en Wetterhounen (Dutch Association for Stabyhoun and Wetterhoun), hereafter referred to as the NVSW, and adopted by the Federation Cynologique Internationale, hereafter referred to as the FCI, as the only standard of excellence by which the Stabyhoun shall be judged
- (c) to do all in its power to protect and advance the interests of the Stabyhoun breed by encouraging sportsmanlike competition at:
  - dog shows
  - obedience trials
  - field trials
  - hunting tests
- (d) to conduct sanctioned matches, such as:
  - dog shows
  - obedience trials
  - field trials
  - hunting tests

##### Section 3. Non-Profit Status

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. Revisions

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

There shall be three types of membership open to all persons who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, owners, and exhibitors in the United States and Canada.

- (a) Regular Membership is open to all persons 18 years of age or older. A Regular member pays dues, has one vote, may hold an elected office, and has all the normal duties, obligations and responsibilities of a member in good standing of the Club.
- (b) Junior Membership is open to all persons under the age of 18 who own a Stabyhoun. A Junior member pays dues, has no vote, may not make motions, or hold office.
- (c) Honorary Membership, subject to approval of the Board of Directors, may be awarded to those persons who have displayed significant service benefiting the Club's objectives. An Honorary member pays no dues, has no vote, and has no obligations or responsibilities of a member in good standing of the Club.
- (d) No person may hold more than one membership.
- (e) A member in good standing of the Club is not, as such, personally liable for the debts, liabilities, or obligations of the Club.
- (f) Membership in the Club shall not vest in any member any distributions from the Club during the existence of the Club, but shall only entitle the Regular member in good standing to vote at meetings of the members. Membership shall not be assignable inter vivo by any member in good standing, nor shall membership vest to any personal representative, heir or devisee.

### Section 1. Eligibility

Any person with a keen interest in the objectives of the ASA and who is willing to uphold and abide by the constitution and bylaws of the ASA is eligible for application to membership.

### Section 2. Dues

Membership dues shall be determined by the Board of Directors payable on or before the 1st day of July of each year. No member may vote whose dues are not current. During the month of June, the Treasurer shall send to each member a statement of dues for the ensuing year.

### Section 3. Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors which shall be provided by the Secretary of the ASA. Accompanying the application, the prospective member shall submit the initial membership fee.

Applicants for membership may be elected to membership by approval of the Board of Directors. Affirmative votes of the majority of the Board of Directors shall be required to elect an applicant. The Membership Chair shall, by written notice, notify each applicant of the outcome of the Board of Directors vote within 15 days.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

### Section 4. 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. 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 30 days after the first day of July; however, the Board may grant an additional 60 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.

## **Article II: Meetings and Voting**

### **Section 1. Annual Meetings of the Club**

The annual meeting of the Club shall be held in August, or in conjunction with the Club's Annual Specialty Show when applicable, and at a place, date and hour designated by the Board of Directors. Written notice of each such meeting shall be caused to be published in the Club newsletter by the Secretary or be mailed by the Secretary at least 30 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing. These meetings, when not in conjunction with an annual Specialty Show, may be held by use of the internet, video conferencing, audio conferencing or mail when impractical to do otherwise.

### **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; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club but not less than three members who are in good standing. Such special meetings shall be within North America 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 five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing. These meetings may be held by use of the internet, video conferencing, audio conferencing or mail when impractical to do otherwise.

### **Section 3. Board Meetings**

Meetings of the Board of Directors shall be held within North America 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. These meetings may be held by use of the internet, video conferencing, audio conferencing or mail when impractical to do otherwise.

### **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 two members of the Board. Such special meetings shall be held within North America at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than 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. These meetings may be held by use of the internet, video conferencing, audio conferencing or mail when impractical to do otherwise.

### **Section 5. Voting**

Regular members 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 they are present. Proxy voting will not be permitted at any Club meeting or election.

### **Section 6. Conduct of Business**

The Board of Directors may conduct its business by mail, facsimile, electronic mail, internet or telephone conference call. Items voted upon by mail shall not be considered final until 30 days after the ballot has been mailed by the Secretary. Items voted upon by telephone conference call or electronically shall be confirmed in writing by postal mail or email within seven days.

### **Section 7. Quorum**

Club meetings -- The quorum for all Club meetings shall be 20 percent of the members in good Standing.

Board meetings -- The quorum for all Board meetings shall be a majority of the Board.

## **Article III: Directors, Officers**

### **Section 1. Board of Directors**

The Board shall be comprised of the officers, all of whom shall be members in good Standing who own, or have owned in the last two years, a Stabyhoun and shall serve until their successors are

elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Officers shall be elected as provided in Article IV.

### **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 death, absence or incapacity.
- (c) 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 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 Bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. 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 moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The office of Treasurer may be held by the same person as the Vice-President or the Secretary, in which case the Board shall be comprised of 3 persons. In the event that the Board shall consist of four officers, a fifth member shall be elected as "Member-at-Large".

### **Section 3. Duties**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Club.
- (c) Supervise all agents and employees of the Club to assure that their duties are performed properly.
- (d) Meet, at their own expense, at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the Club and notices of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notices thereof.

### **Section 4. Term of Office for Directors**

The term of office for Directors shall be 3 years. There shall be a limit of 2 consecutive terms per member with a minimum waiting period of one year before nomination for any office is possible. When initially constituting the Board, the President and Treasurer will be elected for three years, the Secretary will be elected for two years, and the Vice-President and Member-at-Large will be elected for one year. Upon expiration of these initial terms, each position will be elected for a three year term.

### **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 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. Club Year**

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

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 August, 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 3. Elections**

The nominated candidate(s) receiving the greatest number of votes for each office 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 June, 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 Committee shall name a chairman at the first committee meeting, which shall be held on or before July 1.

- (a) The committee shall nominate at least one candidate for each open position 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, at least two weeks before the August annual meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the August annual meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- (d) Nominations cannot be made in any manner other than as provided in this Section.

## **Article V: Committees**

### **Section 1. Standing Committees**

The Board may each year appoint the chairs of four standing committees to advance the work of the Club. These committees are the Breeders Advisory Committee, Educational Committee, Communication Committee, and the Membership Committee.

### **Section 2. Executive Committee**

The four Standing Committee Chairs, together with the Board of Directors, shall constitute the Executive Committee of the Club. The Executive Committee will make decisions for the Club as necessary between full membership meetings of the club. Each Director and Standing Committee Chair will have one vote on the Executive Committee meetings.

**Section 3. Ad Hoc Committees.** In addition to standing committees, the Executive Committee may form Ad Hoc committees as necessary to address specific issues of interest. Ad hoc committee chairs have the same rights, duties and responsibilities as the standing committee chairs, but any ad hoc committee must be renewed from year to year and shall not have a vote at Board meetings. .

### **Section 4. Termination**

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. Charges**

Any member may present charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed with the Secretary together with a deposit of \$50.00, 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 together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if he wishes.

### **Section 2. Board Hearing on Suspension/Expulsion**

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 their 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 3. 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 their 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 their 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 secret vote of not less than 2/3 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 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 Bylaws and any other special rules of order the Club may adopt.

## **Article XI: Generalized Provisions**

### **Section 1. Rights of Inspection**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Club of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

### **Section 2. Compensation**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the Club in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of these Bylaws.

### **Section 3. Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

### **Section 4. Indemnification of Directors, Officers, Employees and Other Agents**

To the extent that a person who is, or was, a Director, Officer, employees, or other agent of the Club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, as agent of the Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and

reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Club but only to the extent allowed by, and in accordance with the requirements of Mutual Benefit Corporation Law.

#### **Section 5. Insurance for Club Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of liability insurance on behalf of any agent of the Club (including a Director, Officer, employee or other agent of the Club) against any liability other than for violating provisions of law relating to self-dealings.

#### **Section 6. Subordinate Officers (Non-Board Officers)**

The Board of Directors may appoint such other Subordinate Officers or agents as it may deem desirable and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### **Section 7. Removal and Resignation**

Any Club Officer or Subordinate Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Club. Subordinate Officers may be removed by a majority vote of the Club Officers.

Club Officers may be removed without cause by a two-thirds vote of all members.

#### **Section 8. Compensation of non-Board Officers**

The compensation of the non-Board Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. Any compensation received by non-Board Officers of the Club shall be reasonable and given in return for services actually rendered for the Club which relate to the performance of the objectives of the Club. Reasonable expenses for all Officers and Board members alike shall be reimbursed upon submission of receipts and Board of Directors approval is not required if such expenses have been budgeted for that year by the Treasurer.

#### **Section 9. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 10. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer and countersigned by the President of the Club.

#### **Section 11. Gifts**

The Board of Directors may accept on behalf of the Club any contribution, gift bequest, or devise for the general budgetary operations of the ASA or for any special purpose of the Club.