



MOUNT VERNON
MINIATURE SCHNAUZER CLUB
CONSTITUTION AND BY-LAWS

(Draft Revision D – June 2010)

MOUNT VERNON MINIATURE SCHNAUZER CLUB, INC. CONSTITUTION AND BY-LAWS

ARTICLE I - NAMES AND OBJECTIVES

Section 1. The name of the club shall be the Mount Vernon Miniature Schnauzer Club, Inc. (hereinafter called "the Club").

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote quality breeding of Miniature Schnauzers of correct type in conformity with the standard of the breed as set forth by the American Miniature Schnauzer Club and approved by the American Kennel Club;
- (b) To support the standard of the breed as the only standard of perfection by which Miniature Schnauzers shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed in the areas of breeding, exhibiting, grooming, and health care;
- (d) To encourage sportsmanlike conduct at all times;
- (e) To conduct sanctioned matches and licensed specialty shows under the rules of the American Kennel Club;
- (f) To allow members to adopt and from time to time revise the By-laws in order to carry out these objectives.
- (g) To provide to the community educational events to encourage responsible ownership of the breed.
- (h) To support local rescue organizations in their efforts to place unwanted miniature schnauzers.

Section 3. INTENT

- (a) The Club shall be operated exclusively for the pursuit and attainment of the above-stated objectives and not for any pecuniary gain or profit to the members hereof.
- (b) Whatever property, real, personal or mixed may be acquired, and whatever income may accrue there from, shall be held and utilized only for and in the furtherance of the above-stated objectives.

Section 4. ENDORSEMENTS

(a) The use of the name of the Club for personal advancement of any member or for endorsement shall not be granted.

(b) Unauthorized use of the name of the Club by any member shall be cause for disciplinary action as provided in Article X of these Constitution and By-laws.

Section 5. LIABILITY. Nothing herein contained shall be construed to make this organization a partnership or to make any member of this organization in any way responsible under the partnership law for the acts, debts, defaults, or liabilities of any character whatsoever of any member.

ARTICLE II – MEMBERSHIP

Section 1. ELIGIBILITY. Membership shall be open to all persons twelve years of age or older who are in good standing with the American Kennel Club and who subscribe to the objectives and intent of the Club.

Section 2. CLASSES OF MEMBERSHIP

(a) REGULAR membership shall be open to all eligible persons eighteen years of age or over. Such members shall have all rights and privileges of the Club, shall have the right to vote, and shall be eligible to serve on the Board of Directors and on committees.

(b) JUNIOR membership shall be open to all eligible persons twelve years of age and under eighteen years of age. Such members shall have all rights and privileges of the Club except the right to vote, and shall not be eligible to serve on the Board of Directors.

(c) ASSOCIATE membership shall be open to all eligible persons eighteen years of age and over. Such members shall have all rights and privileges of the Club except the right to vote and shall not be eligible to serve as an officer or on the Board of Directors.

Section 3. DUES

(a) The amount of the annual dues shall be determined by the membership by majority vote at the September Club meeting.

(b) Statement of dues payable for the ensuing year shall be sent by the Treasurer to each member no later than the first day of October of each year.

(c) Annual dues shall be payable on or before the first day of November of each year.

(d) No member may vote whose dues are not paid for the current fiscal year.

Section 4. ELECTION TO MEMBERSHIP

(a) Every application for membership shall be made on the approved Club form.

(b) Every application for membership shall be retained by the Secretary and shall be processed at the Board of Directors meeting immediately following its receipt. The Directors present at said meeting shall verify that the applicant is eligible for membership.

(c) The Board shall conduct a vote on each applicant. An affirmative majority vote of a quorum of Board members shall be required to elect an applicant. Applicants who have rejected by the Board must be presented to the membership for a vote. This vote may override the Board's decision to reject the applicant. Vote must be by secret ballot by not less than two-thirds of the members present and voting.

(d) Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

Section 5. TERMINATION OF MEMBERSHIP

(a) By Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign while 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 shall be considered as lapsed and automatically terminated by the Board of Directors upon written notice from the Treasurer that said member's dues remain unpaid sixty days after the first day of the fiscal year.

(c) By Expulsion. A membership may be terminated by expulsion as provided in Article X of these Constitution and By-laws.

ARTICLE III – MEETINGS

Section 1. ANNUAL MEETING. The Club meeting in the month of October shall be designated the annual meeting.

Section 2. CLUB MEETINGS. The Club shall conduct at least four meetings annually. Meetings shall be held monthly from March through June and September through December at an hour and place as may be designated by the Board. Club meetings shall be held within the greater Washington, D.C. area, including adjacent communities in Virginia and Maryland. Notice of each such meeting shall be in written form and sent either by the USPS or by e-mail to all members by the Secretary at least seven days prior thereto. The quorum for such a meeting shall be 20 percent of members in good standing present and voting.

Section 3. BOARD MEETINGS. Meetings of the Board of Directors shall be scheduled at intervals frequent enough to ensure that the duties and responsibilities of the Board of Directors are carried out, and shall be at least four times per year. Such meetings shall be called by the President, who shall designate the date, hour and place. Location shall be held within the greater Washington, D.C. area, including adjacent communities in Virginia and Maryland. Such meetings may also be held via teleconference or

videoconference. Notice of such meetings shall be in written form and sent either by the USPS or by e-mail at least five days and not more than ten days prior thereto. The quorum for such a meeting shall be a majority of the Board.

Section 4. SPECIAL CLUB MEETINGS. Special meetings of the Club may be called by the President to be held at such date, hour and place as may be designated by the President. Location shall be held within the greater Washington, D.C. area, including adjacent communities in Virginia and Maryland. Special meetings of the Club must be called by the Secretary upon receipt of a written request signed by no less than five members in good standing, to be held at such date, hour and place as may be designated by the Secretary. Notice of such meetings shall be in written form and sent either by the USPS or by e-mail to all members by the Secretary at least five days and not more than ten days prior thereto. Said notice shall state the purpose of the meeting, and no other Club business shall be transacted thereat. The quorum for such a meeting shall be 20 percent of members in good standing present and voting.

Section 5. SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors must be called by the President upon receipt of a written request signed by at least five members of the Board of Directors. Location shall be held within the greater Washington, D.C. area, including adjacent communities in Virginia and Maryland. Notice of such meetings shall be in written form and sent either by the USPS or by e-mail by the Secretary at least five days and not more than ten days prior thereto. Said 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 6. 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 or she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The administration of the Club and the care and custody of its property shall be vested in a Board of Directors (hereinafter called “the Board”) comprising the Officers, three regular members, the Newsletter Editor and the Delegate to the American Miniature Schnauzer Club. The term of office of all Board members shall be one year.

Section 2. Duties and Powers

(a) To present to the Club at its November meeting a statement of policy for the Club’s official year. Said policy statement shall be a brief resume of the proposed major activities. It shall include intention regarding the holding of the Club’s specialty show and sanctioned match; proposed fund-raising activities; any projects which the Club should undertake, continue, or support; problems or issues which should be considered by the Club during the course of the year; and other items, as necessary;

(b) To process and vote on applications for membership;

(c) To discuss policy matters which should be called to the attention of the membership;

- (d) To administer Club business within the framework of policy as approved by the membership;
- (e) To present to the membership recommendations for donations and for any advancement of monies in excess of \$ 250.00 with the exception that the limit for expenses associated with conducting the annual Specialty shall be \$1200 ;
- (f) To pass upon committees appointed by the President;
- (g) To appoint an Alternate Delegate to the American Miniature Schnauzer Club;
- (h) To nominate one candidate to fill a vacancy in its own body;
- (i) To terminate or suspend memberships as provided in Article II and Article X or these Constitution and By-laws.

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 the 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 V – OFFICERS, NEWSLETTER EDITOR AND DELEGATE TO THE AMERICAN MINIATURE SCHNAUZER CLUB

Section 1. The Club's Officers shall be President, Vice President, Secretary and Treasurer.

Section 2. The term of office of all Officers, the Newsletter Editor and the Delegate to the American Miniature Schnauzer Club shall be one year. The Officers and the Delegate to the AMSC shall be elected as prescribed in Article VII of these Constitution and By-laws.

Section 3. DUTIES

(a) The President shall be a member of the Board. He shall preside at all meeting of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office. He shall report, at each Club meeting, policy actions taken by the Board not reported before. He shall serve as a non-voting ex officio member of all committees, except the Nominating Committee, and shall perform such other duties as are prescribed in these Constitution and By-laws.

(b) The Vice President shall be a member of the Board. He shall have the powers and exercise the duties of the President in case of the President's absence or death.

(c) The Secretary shall be a member of the Board. He 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. He shall notify members of meetings, notify members of their election to office, keep a roll of the members of the Club with their current addresses, and perform such other duties as are prescribed in these Constitution and By-laws.

(d) As an appointed position, the Newsletter Editor shall be a non-voting member of the Board. He shall edit and publish the Club newsletter.

(e) The Treasurer shall be a member of the Board. He shall collect, receive, and disburse all monies due or belonging to the Club and shall issue a receipt therefor. He shall deposit all monies in a bank approved by the Board, in the name of the Club. All withdrawals of funds for payment of the Club expenditures shall be made only by check signed by any one of the following officers: President, Secretary, and Treasurer with the concurrence of a second officer. His books shall be open at all times to inspection of the Board, and he shall report at every Board meeting and at every Club meeting the condition of the Club's finances and every item of receipt or payment not reported before. At the annual meeting, he shall render an accounting of all monies received and expended during the current fiscal year. He shall report to the Board any and all members whose dues or other indebtedness remains unpaid and shall perform such other duties as are prescribed in these Constitution and By-laws.

(f) The Delegate to the American Miniature Schnauzer Club shall be a member of the Board. He shall attend meetings of the Board of the AMSC and shall serve as liaison between the Club and the AMSC. In the event said Delegate is unable to attend such a meeting, the Board will appoint another qualified person to serve as Alternate Delegate.

ARTICLE VI – CLUB YEAR

Section 1. The Club's fiscal year shall begin on the first day of November and end on the thirty-first day of October of each year.

Section 2. 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.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

(a) During the month of June, the Board shall appoint a Nominating Committee consisting of three members, one of whom shall be designated Chairman. No more than one member of the committee may be a member of the Board. The Secretary shall immediately notify the Committee members of their appointment.

(b) The Chairman of the Nominating Committee shall call a meeting of the Committee within two weeks of such notification.

(c) The Nominating Committee shall nominate one candidate for each office, three candidates for regular members of the Board, and one candidate for Delegate to the American Miniature Schnauzer Club.

Section 2. Candidates

(a) Candidates must be members of the Club in good standing. Candidates for Delegate to the AMSC must be members of the American Miniature Schnauzers Club in good standing.

(b) The membership should be notified of the Nominating Committee's slate at least two weeks prior to the date of the September meeting by the Secretary.

(c) Additional nominations may be made from the floor at the September meeting of the Club, provided each such nominee has signified (in writing if not present) willingness to be a candidate.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 3. ELECTIONS

(a) Election of Officers, regular Board members, and the Delegate to the American Miniature Schnauzer Club shall be at the annual meeting.

(b) Each retiring Officer shall turn over to his successor in office all properties and records pertaining to that office, immediately after the election.

ARTICLE VIII – VOTING

Section 1. All club business shall be passed by an affirmative majority vote, except as otherwise prescribed in these Constitution and By-laws.

Section 2. Mail or telephone balloting is not acceptable at local Club or Board meetings.

Section 3. ELECTIONS

(a) In the event there is more than one candidate for any office, there shall be a secret, written ballot.

(b) The President shall appoint three tellers to count said ballots.

(c) The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

Section 4. PROXY. There shall be no proxy vote.

ARTICLE IX – COMMITTEES

Section 1. APPOINTMENT. The Board may each year appoint standing committees to advance the work of the Club in such matters as noted in Section 3. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by 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.

Section 3. STANDING COMMITTEES. The Club may have the following standing committees:

Activities		
Education	Program	Subscription
Finance	Publicity	Supplies
Hospitality	Sanctioned Match	Trophy
Membership	Specialty Show	Rescue

Section 3. SPECIAL COMMITTEES. There shall be such special committees as may be required to advance the business and activities of the Club. The term and scope of each committee shall be specified at the time of appointment.

Section 4. TERMINATION OF COMMITTEES will be one year from date installed.

ARTICLE X – DISCIPLINE

Section 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of the American Kennel Club shall be automatically suspended from all privileges of this Club for a like period.

Section 2. CHARGES. Any member in good standing may prefer charges against another member. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained. The Secretary shall immediately notify the Board, which shall meet to consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or 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. Upon an affirmative finding by the Board, the Board shall fix a date of a Board hearing not less than three weeks nor more than six weeks thereafter. The Secretary shall forthwith send a copy of the charges and a notice of the hearing to the accused member by registered mail, together with an assurance that the defendant may appear in his own defense and bring witnesses if he desires.

Section 3. BOARD HEARING. The Board shall hear all evidence and testimony of both complainant and defendant. Immediately after the Board has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary shall in turn immediately notify the complainant and the defendant of the Board's decision. Should the Board decide, by majority vote, that the charges have been sustained, the Board may reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If the Board deems that such punishment is 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 Club meeting which considers the Board's recommendation for expulsion.

Section 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at a Club meeting following a Board hearing and upon the Board's recommendation, as provided in Section 3. Such proceedings may occur at a regular or special Club meeting to be held within sixty days but not less than thirty days after the date of the Board's recommendation. The defendant shall have the right to appear in his own behalf, but no evidence will be taken. The President shall read the charges and the Board's decision, and shall invite the defendant, if present, to speak in his own behalf, if he desires. The members present shall vote on the proposed expulsion by secret, written ballot. A two-thirds affirmative vote shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand. Immediately following said meeting the Secretary shall notify the Board, the complainant, and the defendant of the decision.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to these Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date such petition was received by the Secretary.

Section 2. These Constitution and By-laws may be amended by an affirmative two-thirds vote of the members in good standing present and voting at any Club meeting or at a Special Club meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and in written form and sent either by the USPS or by e-mail to each member at least two weeks prior to the date of the meeting. This vote shall be by secret ballot.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1. RULES OF ORDER. The rules contained in Robert's Rules of Order (Revised) shall govern the Club where they are applicable and where they are not inconsistent with these Constitution and By-laws.

ARTICLE XIII – DISSOLUTION

Section 1. PETITION FOR DISSOLUTION. The Club may be dissolved at any time by the written petition of not less than two-thirds of the regular members in good standing. Said petition must be forwarded to the Secretary no less than thirty days prior to the proposed date of dissolution.

Section 2. ORDER FOR DISSOLUTION. The Secretary shall present the petition for dissolution to the Board at a meeting to be called within ten days after its receipt. After payment of all debts of the Club, the proceeds of the sale of its property and assets shall be distributed to a non-profit organization devoted to the interests of pure-bred dogs.

ARTICLE XIV – ORDER OF BUSINESS

Section 1. CLUB MEETINGS. The order of business so far as the character and nature of the meetings may permit, shall be as follows:

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|--------------------------------|--------------------------|
| Taking attendance | Election of Officers, |
| Minutes of last meeting | Board members & Delegate |
| Treasurer’s Report | Election of New Members |
| President’s Report | Unfinished business |
| Secretary’s Report | New Business |
| Reports of Standing Committees | Adjournment |
| Reports of Special Committees | Program (if planned) |

Section 2. BOARD MEETINGS. The order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- | | |
|-----------------------------|-------------------------|
| Minutes of last meeting | Election of new members |
| President’s Report | Committee Reports |
| Treasurer’s Report | Unfinished business |
| Secretary’s Report | New business |
| Applications for membership | Adjournment |

GLOSSARY

Member in good standing – An individual who is not suspended by the American Kennel Club or their Club and whose dues for the year are already paid.

Reprimand – A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the members conduct was not severe enough to warrant a suspension or a recommendation for expulsion.