



# **CONSTITUTION AND BYLAWS**

*Adopted 2022-10-15*

# CONSTITUTION

These bylaws are subject to and governed by Maryland Code Annotated Title 5, Subtitle 2, Nonstock Corporations; Maryland General Corporation Law; and the Articles of Incorporation of the Mount Vernon Miniature Schnauzer Club, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of Maryland statutes, the laws of Maryland will be controlling.

Mount Vernon Miniature Schnauzer Club's official geographic area shall include Washington DC, Virginia, Maryland, Pennsylvania, Delaware, West Virginia, New Jersey, and New York.

## **ARTICLE I. NAME AND PURPOSES.**

**SECTION A. NAME.** The name of the club shall be the Mount Vernon Miniature Schnauzer Club, Inc. (also known as MVMSC) (hereinafter "the club").

**SECTION B. PURPOSES.** The purposes of the club are set forth in the Articles of Incorporation, and are supported by the following:

1. to encourage and promote quality in the breeding of purebred Miniature Schnauzers and to do all possible to bring their natural qualities to perfection;
2. to urge members and breeders to accept the standard of the breed as adopted by the American Miniature Schnauzer Club and approved by The American Kennel Club as the only standard of excellence by which Miniature Schnauzers shall be judged;
3. to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at conformation, performance, and companion events and trials; and
4. to conduct sanctioned matches, conformation, performance, and companion events and trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

**SECTION C. NET EARNINGS.** As provided in the Articles of Incorporation, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution and Bylaws.

**SECTION D. REVISIONS AND AMENDMENTS.** The members of the club shall adopt and may, from time to time, revise these bylaws as may be required to carry out the club’s purposes.

**SECTION E. ENDORSEMENTS.**

1. The Club may not grant use of the name of the Club for endorsement or for the personal advancement of any member.
2. Unauthorized use of the name of the Club by any member shall be cause for disciplinary action as provided in Article VI of these Constitution and Bylaws.

# BYLAWS

## **ARTICLE I. MEMBERSHIP.**

**SECTION A. ELIGIBILITY.**

1. There shall be the following types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

Regular (Individual) — Regular members enjoy all club privileges, including the rights to vote and hold office.

Associate — Associate members enjoy all club privileges except voting and office holding.

Life — Life membership may be conferred on an individual who has been a member for 25 or more years. Life members pay no dues but are eligible to vote and hold office.

2. There shall be the following type of membership open to all eligible persons 12 years of age and under 18 years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of the club.

Junior — Junior members enjoy all club privileges except voting and office holding. Junior membership may automatically convert to regular membership at age 18.

3. A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a regular member.

4. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors, and fanciers in its geographic area.

**SECTION B. DUES.** Membership dues shall be payable on or before January 1 of each year. No member may vote whose dues are not paid for the fiscal year. The board shall set the dues for each type of membership annually no later than September. During the month of October, the treasurer shall send to each member a statement of dues for the fiscal year.

**SECTION C. ELECTION TO MEMBERSHIP.** Each applicant for membership shall apply on a form approved by the board of directors. The form shall provide that the applicant agrees to abide by the constitution and bylaws of the club and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the fiscal year.

Applicants for membership who have been rejected by the board may reapply six months after the date of rejection.

**SECTION D. LOSS OF VOTING PRIVILEGES.** The unexcused absence of a voting member from two meetings or failure to volunteer and work at one annual club event or activity, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal with confirmed delivery receipts will be considered by the club's board of directors. The difference in dues will be forfeited.

**SECTION E. TERMINATION OF MEMBERSHIP.** Memberships may be terminated ...

1. by resignation. Upon written notice to the secretary.
2. 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 fiscal year; however, the board may grant an additional 30 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.
3. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## **ARTICLE II. MEETINGS AND VOTING.**

*[See Appendix to Robert's Rules of Order, Newly Revised 12th Edition]*

**SECTION A. CLUB MEETINGS.** Meetings of the club shall be held at least four times each year either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) as designated by the board of directors. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as

may be designated by the board. Not less than 10 nor more than 90 days before each club meeting, the secretary shall give, or cause to be given, notice in writing or by electronic transmission to all club members. The quorum for such meetings shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count toward the determination of a quorum.

**SECTION B. 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 may also be called by the secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) designated by the person or persons authorized herein to call such meetings. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the person or persons authorized herein to call such meetings. Not less than 10 nor more than 90 days before each club meeting, the secretary shall give, or cause to be given, notice (including the purpose of the meeting) in writing or by electronic transmission to all club members. The notice shall state the purpose of the meeting and no other business may be transacted thereat. The quorum for such meetings shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count toward the determination of a quorum.

**SECTION C. BOARD MEETINGS.** Meetings of the board shall be held at least quarterly either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) as designated by the board of directors. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the board. At least five days before each board meeting, the secretary shall give, or cause to be given, notice in writing or by electronic transmission to all board members. The quorum for such meetings shall be a majority of the board.

At any meeting of the board where a quorum is present, the board may, by a majority vote, decide to enter an executive session in which only voting directors and other persons invited by the board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes.

**SECTION D. SPECIAL BOARD MEETINGS.** Special meetings of the board may be called by the president and shall be called by the secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) designated by the person or persons authorized herein to call such meetings. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the person or persons authorized herein to call such meetings. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may

be delivered by electronic transmission. The quorum for such meetings shall be a majority of the board.

At any meeting of the board where a quorum is present, the board may, by a majority vote, decide to enter an executive session in which only voting directors and other persons invited by the board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes.

**SECTION E. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at a meeting of the board of directors or of a committee of the board may be taken without a meeting if a unanimous consent which sets forth the action is (1) given in writing or by electronic transmission by each member of the board or committee entitled to vote on the matter and (2) filed in paper or electronic form with the minutes of proceedings of the board or committee. The board may adopt reasonable procedures for providing consents under this section.

**SECTION F. VOTING.** Each regular or life member in good standing whose dues are paid for the fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election. The board may adopt reasonable procedures to provide for the right of members to vote by mail or by electronic transmission on a stated proposal or for the election of directors.

### **ARTICLE III. DIRECTORS AND OFFICERS.**

**SECTION A. BOARD OF DIRECTORS.** General management of the club's affairs shall be entrusted to the board of directors. All powers of the club may be exercised by or under authority of the board of directors except as conferred on or reserved to the members by law or by the charter or bylaws of the club.

1. **Composition.** The board shall be comprised of seven members, all of whom shall be voting members in good standing. The board shall include four officers and three other persons. No household may have more than one member on the board at any time. The board shall select one of the members to serve as the club's delegate to the American Miniature Schnauzer Club: that member must be a member in good standing of the AMSC.
2. **Term of Office.** Members of the board of directors shall be elected to serve two-year terms at the club's annual meeting in even-numbered years. Board members shall serve until their successors are elected. No member may serve in the same position for more than three consecutive terms.

**SECTION B. 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. No officer shall serve more than three consecutive terms in the same office. Officers may not serve perpetually.

1. 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 or as assigned by the board through board resolution, policy, and/or motion.
2. 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 have the duties and powers normally appurtenant to the office of vice president in addition to those particularly specified in these bylaws or as assigned by the board through board resolution, policy, and/or motion. At the request of the president, s/he may assist in the performance of the duties of the president.
3. 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; cause notification of meetings to members; cause notification to 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, which shall be sent to any member in good standing, upon written request, once every club year; and carry out such other duties as are prescribed in these bylaws or as assigned by the board through board resolution, policy, and/or motion.
4. 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. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. S/He shall have the duties and powers normally appurtenant to the office of treasurer in addition to those particularly specified in these bylaws or as assigned by the board through board resolution, policy, and/or motion. The club shall be insured in such amount and through a type of policy as the board shall determine, which will cover the actions of the treasurer.
5. The delegate to the American Miniature Schnauzer Club is appointed by the board from among those elected. S/He shall attend meetings of the board of the AMSC, shall serve as a liaison between the club and the AMSC, and shall report all matters of interest to the board following the AMSC meetings. In the event said delegate is unable to attend an AMSC meeting, the board will appoint another qualified person to serve as alternate delegate. The delegate shall perform such other duties as are prescribed in these Constitution and Bylaws, or as assigned by the board through board resolution, policy, and/or motion.

**SECTION C. VACANCIES.** Any vacancies in the board arising at any time and from any cause, including the resignation or removal of a director, shall be filled at any meeting of the board by the affirmative vote of the majority of the directors then in office, although less than a quorum,

or sole remaining director. Each director so elected shall hold office until the next annual election. A vacancy in the office of president arising at any time and from any cause, including resignation or removal, shall be filled by the vice president until the next annual election.

**SECTION D. RESIGNATION.** A director may resign by submitting a written resignation to the president or to the other directors, if the resigning director is the president. Failure of any director to participate in the activities of the board of directors as evidenced by the failure to attend at least three-fourths of the meetings of the board of directors in a 12-month period will be considered an automatic resignation. Excused absences shall not count as failure to participate.

**SECTION E. INDEMNIFICATION.** The club shall indemnify its directors and officers to the fullest extent permitted by state and federal law, including the payment of related legal expenses.

**SECTION F. INSURANCE.** The board shall evaluate the club's needs for insurance coverage as appropriate for its activities, including but not limited to, general liability insurance and directors and officers' liability insurance.

**SECTION G. CORPORATE RECORDS.** The club shall keep correct and complete books and records of accounts and transactions and shall also keep minutes of the proceedings for the board of directors, all committees, and club meetings, and shall keep a record of the names and addresses of the directors and club members, as well as its articles of incorporation, bylaws, annual reports, and board-approved resolutions and policies. The club shall make available to its members its application to the IRS for tax-exempt status, its IRS determination letter, and its three most recently filed IRS Form 990 series. It shall make documents requested in writing by any member available at its principal office or by electronic transmission within seven days after such request was made. Upon written request, all books and records of the club may be inspected by any director within three business days.

#### **ARTICLE IV. THE CLUB'S FISCAL YEAR, ANNUAL MEETING, NOMINATIONS, ELECTIONS, AND OFFICIAL YEAR.**

**SECTION A. FISCAL YEAR.** The fiscal year shall begin on the first day of January and end on the last day of December.

**SECTION B. ANNUAL MEETING.** The annual meeting shall be held during the fourth quarter of the year.

**SECTION C. NOMINATIONS.** The board shall select a nominating committee consisting of three members and up to two alternates, not more than one of whom may be a member of the board. The secretary shall immediately notify the committee persons and alternates of their selection. The board shall name a chair for the committee, and it shall be such person's duty to call a



committee meeting, which shall be held at least 30 days before the deadline for mail or electronic ballots or, in the case of an in-person meeting, the date of the annual meeting.

1. The committee shall nominate one candidate for each office and positions on the board. The committee shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the secretary in writing.
2. Upon receipt of the nominating committee's report, and no later than October 1, the secretary shall notify each member in writing of the candidates so nominated.
3. Prior to each election, the method of voting (mail balloting or electronic balloting) shall be determined by the board. At least 60 days prior to the voting deadline, the board shall issue a notice to all members setting forth the names of the nominating committee members, their duties, the deadline for nominations, the process by which members may nominate individuals for the board/office, and the deadline for the nominating committee's report. Nominations cannot be made at the annual meeting or in any manner other than as established by the board and provided in the notice to club members.

**SECTION D. ELECTIONS.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. The newly-elected officers and directors 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.

If no valid additional nominations are received on or before the date established by the board, the Nominating Committee's slate shall be declared elected and no balloting will be required.

**SECTION E. CLUB'S OFFICIAL YEAR.** The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the next election.

## **ARTICLE V. COMMITTEES.**

**SECTION A. APPOINTMENT.** The board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the board.

**SECTION B. 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 A. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the secretary's page of the *AKC Gazette*.

**SECTION B. CHARGES.** An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club.

Written notarized charges containing specific facts signed under oath ("charges") must be filed in duplicate with the secretary together with a deposit, the amount to be established by the board, which shall be forfeited if such charges are not sustained or entertained by the board. The secretary shall promptly send a copy of the charges to each board member or present them at a board meeting. 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 that 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 not less than four weeks nor more than eight weeks thereafter. The secretary shall promptly send one copy of the charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses, or answer.

**SECTION C. BOARD HEARING.** If the board has a hearing, the board may hear the charges. The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the board may, by a majority vote of those present, reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. 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 D. EXPULSION.** The members shall vote by secret ballot, either written or electronic, on the proposed expulsion. A two-thirds 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 A. AMENDMENTS.** Amendments to the constitution and bylaws may be proposed by the board 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 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 B. VOTING.** The constitution and bylaws may be amended by a two-thirds secret vote, either written or electronic, 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 sent to each member at least two weeks prior to the date of the meeting. The board may adopt reasonable procedures to provide for the right of members to vote by mail or by electronic transmission.

## **ARTICLE VIII. DISSOLUTION.**

**SECTION A. DISSOLUTION.** The club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing and in accordance with state law. 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 one or more charitable organizations for the benefit of dogs selected by the board unless otherwise prohibited by state law.

## **ARTICLE IX. ORDER OF BUSINESS.**

*[Current edition of Robert's Rules of Order, Newly Revised 12th Edition]*

## **ARTICLE X. PARLIAMENTARY AUTHORITY.**

**SECTION A. PARLIAMENTARY AUTHORITY.** 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.

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## **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 member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.