



CONSTITUTION AND BYLAWS

CONSTITUTION

SECTION 1. The name of the club shall be "Spirit of Texas Sporting Dog Club" (SOTSDC).

SECTION 2. The purpose of the Club shall be:

- a. to further the advancement of all sporting breeds, and to do everything possible to bring their natural qualities to perfection.
- b. to do all in its power to protect and advance the interest of all sporting breeds, and to encourage sportsmanlike competition at dog shows, and all other performance events.
- d. to conduct sanctioned matches, licensed specialty shows, and any other AKC events for which the club is eligible under the Rules and Regulations of the American Kennel Club.
- e. to conduct classes for the training of dogs and their handlers; to encourage the training of judges; to cooperate with other groups with similar purposes.

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 be 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 by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I. Membership

SECTION 1. Membership

a. **Full Membership.** Full membership is open to all persons eighteen (18) years of age or older, who are in good standing with the American Kennel Club, who subscribe to the purpose of this club, and who intend to participate regularly in club meetings and events. Members are required to attend at least three meetings and work at least one club event per calendar year to maintain full membership. Failure to attend three meetings and/or volunteer at one event during the club calendar year shall result in membership status converting to Associate Member status. Each single member will have voting privileges and the right to hold office, as long as they are in good standing.

b. **Family Membership.** Family Membership is open to all members of a single household, who are in good standing with the American Kennel Club, and who subscribe to the purpose of this club. Each

family member over the age of eighteen (18) will have full voting privileges and the right to hold office, as long as they are in good standing. Family Full Members are entitled to a maximum of two (2) votes.

c. **Associate Membership.** Non-voting membership is open to all persons eighteen (18) years or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. Each Associate Member shall have full membership privileges, except for the right to vote or hold office, as long as they are in good standing. A non-voting member may become a voting member by notifying the secretary once they have met the participation requirements as described herein.

d. **Junior Membership.** Junior Membership is open to all persons from eight (8) years of age to seventeen (17) years of age, who are in good standing with the American Kennel Club, and who subscribe to the purpose of this club. Junior members cannot vote or hold office. They may convert to regular Membership upon reaching their 18th birthday by notifying the Secretary.

e. **Foreign Membership.** Foreign Membership is open to all persons eighteen (18) years or older who are in good standing with the American Kennel Club, and who subscribe to the purpose of this club. Foreign members cannot vote or hold office.

SECTION 2. Dues

Within ninety (90) days after the end of the Club's fiscal year, the Board shall fix the amount of the annual dues for the following calendar year. During the month of June, the Treasurer shall send to each member a statement of the member's dues. The dues amount shall not exceed \$50.00 for individual memberships, \$55.00 for family memberships.

SECTION 3. Application for 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 these constitution and bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant. The application must carry the endorsement of two members who do not reside in the same household and are in good standing and who have been members of the club for not less than one year and who have known the applicant for not less than six months. Two letters of recommendation from the applicant's former AKC recognized club, one of which must be from a current board member of the club, may be accepted in lieu of two member endorsement.

Accompanying the application, the prospective member shall submit dues payment for the current year. Each endorser of an application shall mail a letter of recommendation to the Recording Secretary of the club. All applications shall be retained by the Secretary and each application shall be read at the first Board of Directors meeting following receipt of said completed application. The Board of Directors shall determine the eligibility of each applicant. The names of those eligible for membership shall be sent to each member prior to the next general meeting. At the next club meeting the applications will be voted upon by secret ballot and affirmative votes of three-fourths of the members present and voting at that meeting shall be required to elect the applicant. All applications for membership that are not eligible or incomplete shall be returned to the applicant with an explanation and rules for re-applying.

Applicants for membership who have been rejected by the club may not reapply within twelve (12) 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 are incurred on the first day of each fiscal year.
- b) By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant additional thirty (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.
- c) By Expulsion. A membership may be terminated by expulsion as provided in Article VI, Section 4 of these By-Laws.

ARTICLE II. Meetings and Voting

SECTION 1. Club Meetings

Meetings of the Club shall be held at least six (6) times per year at such an hour and date as may be designated by the Board of Directors. Club meetings will be held via teleconference or video conference. Notice of each such meeting shall be sent by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (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; and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings will be held via teleconference or videoconference and at such 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 emailed by the Secretary at least five (5) days and not more than fifteen (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 twenty percent (20%) of the voting members in good standing.

SECTION 3. Board Meetings

Meetings of the Board of Directors shall be held via teleconference or videoconference and at such date and hour as may be designated by the Board. Written notice of each such meeting shall be emailed by the Secretary at least three (3) days prior to the date of the meeting. The quorum for such a voting meeting shall be a majority of the Board.

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 three (3) members of the Board.

SECTION 5. Voting

Full 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. Household full members are entitled to a maximum of two (2) votes. Proxy voting will not be permitted at any club meeting or election. All votes at meetings of the Club shall be by a show of hands unless the meeting shall adopt a secret ballot.

ARTICLE III. Directors and Officers

SECTION 1. Board of Directors

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) other persons, all of whom shall be members in good standing, and all of whom shall be elected for one-year terms 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 they shall have the duties and powers that are normally appurtenances to the office of President in addition to those particularly specified in these By-Laws.
- b) The *Vice President* shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c) The *Secretary* shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club; shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election of office, and carry out such other duties as are prescribed in these By-Laws.
- d) The *Treasurer* shall collect and receive all money due or belonging to the Club. Money shall be deposited in a bank designated by the Board of Directors, in the name of the Club. A second full member in good standing will be a signer on the Club bank account. The books shall at all times be open to inspection by the Board of Directors and a report shall be given at every Board meeting of 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 money received and expended during the previous fiscal year. Treasurer is able to generate reimbursements upon receipts of expenditures approved by the Board of Directors. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3. Vacancies

Any vacancies occurring on the Board or among the Officers 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 forthat 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 July and end on the last day of June. 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 June, at which time Officers and Directors of the ensuing year shall be elected by secret ballot electronically from among those nominated in accordance with Section 3 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 ten (10) days after the election.

SECTION 3. Nomination

No person may be a candidate in a club election who has not been nominated. At the February Board Meeting, the Board shall select a nominating committee consisting of three (3) members and two (2) 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 Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before April 1st.

a) The committee shall nominate one candidate for each office and 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 (2) weeks prior to the May meeting, notify each member in writing of the nominating candidates. Email communication is acceptable.

c) Additional nominations may be made at the May 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. No person may be a candidate for more than one position. Email communication is acceptable.

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

ARTICLE V. Committees

SECTION 1. Appointment of Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, matches, obedience, field events, newsletter, annual awards, membership or other fields that 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 Board to aid it on particular projects.

SECTION 2. Termination of Committees

Any committee appointment may be terminated by a majority vote of the full membership or 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. 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 may refer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specification must be filled in duplicate with the Secretary together with a deposit of \$10.00 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 (3) weeks nor more than six (6) 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 or her 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 complainant and defendant, the Board may be a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for a period of time fitting the charges up to and including permanent expulsion. In this case, the suspension or expulsion shall not restrict the defendant's right to appear before his 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 forwarded 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his or her 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 on his or her own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 affirmative vote of those present shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors' suspension shall stand.

ARTICLE VII. Amendments

SECTION 1. Proposal and Voting

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors, or by written petition addressed to the Secretary signed by twenty percent (20%) of the full 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 of Directors by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. Balloting

The Constitution and By-Laws may be amended by a 2/3 secret vote, by physical or virtual show of hands, of the full 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 or emailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII. Dissolution

SECTION 1. Distribution of Assets

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 the 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 the payment of the debts of the club its property and assets shall be given to a charitable organization for the benefits of dogs selected by the Board of Directors.

ARTICLE IX. Order of Business

SECTION 1. Club Meetings

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

- Call to Order
- Reading and Approval of Minutes
- Reports
- Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Announcements
- Adjournment

SECTION 2. Board Meetings

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

- Call to Order
- Reading and Approval of Minutes
- Reports
- Election of Officers and Board (at annual meeting)
- 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 By-Laws and any other special rules of order the club may adopt.