

ALL PROPOSED CHANGES

INCORPORATED AS IF APPROVED

CONSTITUTION AND BY-LAWS FOR THE
CASCADE SCHIPPERKE CLUB, INC.

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the Cascade Schipperke Club.

SECTION 2. The objects of the Club shall be:

- (a) Encourage and promote the quality breeding of purebred Schipperkes, and to do all possible to bring their natural qualities to perfection.
- (b) Require members and breeders to accept the Standard of the Breed as developed by the Schipperke Club of America, Inc. and approved by the American Kennel Club as the only standard of excellence by which Schipperkes shall be judged in the United States of America.
- (c) Do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition.
- (d) Conduct sanctioned matches, specialty shows and companion events for which the breed is eligible under the Rules and Regulations of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any individual.

SECTION 4. The members of the Club shall adopt, and from time to time-revise such Bylaws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. Membership shall be open to all persons who are in good standing with the American Kennel Club and The Schipperke Club of America, Inc. where applicable. There shall be six classes of membership: Regular, Household, Junior, Honorary, Associate and Foreign.

- (a) Regular membership shall consist of persons 18 years of age and older who shall be entitled to every privilege and to participate in all benefits of the Club.
- (b) Household memberships shall consist of two adult Regular members living in the same household.
- (c) Junior members shall consist of persons between the ages of 10 and 17 years of age. They shall be entitled to all the privileges of a Regular member, except that they may not hold office or vote. Upon reaching their 18th birthday, a Junior member shall automatically become a Regular Member.
- (d) Any individual who has rendered meritorious service to the Club or to the Schipperke breed may be elected an Honorary member by the Board of Directors, subject to acceptance by the individual. Honorary members shall be exempt from all fees, and shall enjoy all privileges of Regular members, except the right to vote or hold office in the Club. However, such members can maintain Regular (or Household) membership status by payment of dues.
- (e) Associate Membership. Open to all persons or family members that are interested in Schipperkes but generally cannot attend meetings. They may not vote, hold office, or chair committees. Associate members may convert to General Membership following the Annual Meeting, and by submission of the intent to convert form with payment of dues for a General Membership for the current year.
- (f) Foreign Membership shall consist of persons 18 years of age and older who reside outside the United States of America or its territories and possessions. Foreign members may not hold elected office, vote in elections or on amendments to the Bylaws, or sponsor membership applicants, but can participate in all other club activities or functions.

While membership is to be unrestricted as to member location, the Club's primary purpose is to be representative of the breeders and exhibitors in its vicinity.

SECTION 2. Dues. Membership dues shall be an amount determined from time to time by the Board of Directors and shall be payable before the first day of April of each year, however no member may vote whose dues are not paid for the current year.

- a) During the month of February, the Treasurer shall send to each member/household a statement of their dues for the ensuing year.
- b) Regular membership dues shall not exceed \$30.00 per year.
- c) Household memberships shall receive only one mailing of all official Club business and shall be eligible for a reduction in the combined dues, as set by the Board of Directors, not to exceed \$45.00 per year.
- d) Junior membership dues shall be one half the dues of a Regular membership.
- e) Associate membership dues shall be one half the dues of a Regular membership. For two Associate members living at the same address, only one mailing of all official Club business shall be sent, and dues shall be one half of Household membership dues.

A member in good standing shall be any duly elected member (in accordance with Article I, Section 3) whose dues are paid for the current fiscal year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors, and which shall provide that the applicant agrees to abide by the Constitution and Bylaws, the Rules of the American Kennel Club, and to accept the standard of the breed as developed by the Schipperke Club of America, Inc. and approved by the American Kennel Club as the only standard of excellence by which the Schipperke shall be judged in the United States of America. The application shall state the name, and address of the applicant, and it shall carry the endorsement of two unrelated Club members in good standing residing in separate households. Neither sponsor shall be an immediate family member or reside in the same household as the applicant (except in the case of a sponsoring spouse or junior member, one of the two sponsors may reside in the same household). Accompanying the application, the prospective member shall submit dues payment for the current year. If the application is approved during the last quarter of the year, then the dues are credited for the following year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting following the reading of the application, it will be voted upon by secret ballot, and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for Associate membership will follow the same procedure as for full membership except for sponsors. Sponsors and sponsoring letters are not required for associate members.

An Associate member who was not previously a full member may apply for Regular membership after a period of two years by sending a letter of intent to the Secretary. The Associate member may be elected as a Regular member by a secret ballot at any meeting of the Club following receipt of the application. An affirmative vote of 2/3 of the members present and voting at that meeting shall be required to elect the applicant. An Associate member who was previously a Regular or Junior member may revert to Regular membership at any time by making application in the form of a letter of intent addressed to the Secretary and payment of the difference in dues.

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

SECTION 4. Termination of Membership. 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. Dues obligations are considered a debt to the club and they become 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 90 days after the first day of the fiscal year. However, the Board may grant an additional 90 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 by Article VI of these Bylaws.

ARTICLE II

Meetings

SECTION 1. Club Meeting. Meetings of the Club shall be held within the vicinity of Olympia, Washington at such place, date, and hour as may be designated by the Board of Directors. The quorum for such meetings shall be 20% of the members in good standing. Meetings may be held by teleconference or video conference.

Six in-person, teleconference or videoconference meetings of the membership shall be held during the Club's official year.

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 a meeting of the Board; by the Secretary upon receipt of a petition signed by 25% of the

members of the Club who are in good standing. Such special meetings shall be held within the vicinity of Olympia, Washington, or by teleconference at such place, date and hour as may be designated by the person or persons calling such meetings. Written notice of such a meeting shall be sent by United States mail or electronic mail by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting, and no other club business may be transacted. The quorum for such a meeting shall be 20% of the Regular members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held within the vicinity of Olympia, Washington at such place, date and hour as may be designated by the Board of Directors. The quorum for such a meeting shall be a majority of the Board. The meetings shall be held at least 6 times a year and may be held in-person, by teleconference or by videoconference.

The Annual meeting of the Board shall be held no later than 24 hours after the adjournment of the Annual Club meeting.

Special meetings of the Board may be held at such other times as requested in writing by the President or by two other members of the Board. A quorum for such a meeting shall be a majority of the Board.

SECTION 4. The Board of Directors may conduct business at meetings or by video conference or telephone conference through the Secretary. In all sections of these Bylaws, a statement of voting shall include voting by video conference or telephone conference call. Items voted upon in the above manner, other than at a meeting, must be confirmed in writing by the Secretary within 7 days following the closing date of the vote, listing the vote of each Board member and the final tally.

In order for business to be conducted by video conference or telephone conference the following precautions must be in place: (1) every Board member must be provided with a means to participate; (2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members; (3) a mechanism must be in place to verify that eligible Board members are "listening"; and (4) all Board members must agree to participate in this manner.

SECTION 5. Form of Notice. Whenever notice is required, such notice may be given in writing by depositing the same in the United States mail or by transmitting by electronic means, addressed to each member, officer or director, at such address as appears in the roster of the Club, and such notice shall be deemed to have been given at the time when the same was then mailed or sent. If notice is given by electronic means, such notice shall be provided in accordance with the Email Notification for Board Meetings and General Club Meetings policy of the American Kennel Club, effective January 1, 2006, and as such policy may be thereafter amended.

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/she is present or

participates. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall consist of six (6) members; four (4) officers and two (2) directors. The immediate past president shall automatically become a voting member of the Board for a one-year term. The Officers and Directors shall be elected for the respective vacancies 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.

- (a) Each Board member shall be responsible for conducting these affairs through regular participation in Board business. The duties of all Board members include participation in all meetings and voting on all motions before the Board. Attendance in person at the Annual Board meeting is expected. Unexcused absence of an Officer or Director from two meetings may result in a recommendation for dismissal.
- (b) The Board shall be comprised of the President, Vice President, Secretary, and Treasurer, all elected for a term of one year, and two (2) Directors being elected for two year terms with one being elected in even years and the other being elected in the odd years. Officers and Directors shall be elected as provided in Article IV and shall serve until their terms expire or until the successors are elected. No elected Officer may succeed themselves for more than two consecutive terms. A Director may not serve for more than two consecutive terms.

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 By-laws. He/she shall be ex-officio a member of all committees except the nominating committee and shall be a voting member of the committee only if he/she is needed to make a quorum. He/she shall have the right to vote and to make motions at meetings of the Board, in accordance with Roberts Rules of Order governing the procedure of small boards.
- (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) In the absence of both presiding officers, any member of the Board

of Directors may be chosen to preside.

(d) The Secretary shall: (i) keep a record of all meetings of the Club, and of the Board of Directors, and all matters of which a record shall be ordered by the Club; (ii) have charge of the correspondence; (iii) notify members of meetings; (iv) notify officers and directors of their election to office; (v) 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, not more than once every club year; (vi) notify new members of their election to membership, enclosing a copy of the Bylaws, standing rules, and an up-to-date list of the membership; (vii) hold, as custodian such books, records, and correspondence which the Secretary is required to keep or which come into his or her possession by virtue of the office; (viii) send, receive and record all business conducted by the Board at meetings or by video conference or telephone conference call and (ix) carry out such other duties as are prescribed in these by-laws.

(e) The Treasurer shall: (i) collect and receive all monies due or belonging to the Club; (ii) deposit the same in a bank approved by the Board, in the name of the Club; (iii) maintain a list reflecting the current status of member dues payment; (iv) be bonded in such amount as the Board of Directors shall determine. The Treasurer's books shall be at all times open to inspection of the Board, and the Treasurer shall report to the Board at every meeting the condition the Club's finances, and of all receipt or payment not previously reported; and at the Annual meeting shall render an account of all monies received and expended during the previous fiscal year.

(f) The immediate Past-President shall automatically be a voting member of the Board of Directors for one year with privilege of attending and participating in all business of the Board.

(g) The positions of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 5 persons.

SECTION 3: Directors. The Directors shall perform such duties as prescribed by these Bylaws.

SECTION 4. Vacancies. Any vacancies occurring among the officers or directors during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board 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 the Vice President shall be filled by the Board of Directors. The member chosen will serve until the next annual election at which time any unexpired term of the original vacancy shall be filled by a vote of the membership.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the 1st day of April and end on the 31st day of March.

The Annual meeting shall be held in the month of March in conjunction with the club's specialty, if possible, at a place, date, and hour designated by the President with approval of the Board. At the Annual meeting, Officers and Directors for the ensuing year shall be elected by secret written ballot from those nominated in accordance with Article IV Section 3.

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. The elected Officers and Directors shall take office immediately upon completion of the election, and each retiring Officer shall immediately turn over to their successor in office the pertinent properties and records necessary to perform the duties of the office immediately after the completion of the election, and will deliver all properties and records relating to that office to their successor within 30 days after the election.

SECTION 2. Voting. At the Annual meeting and other meetings, or at special meetings of the general membership of the Club, each Regular member in good standing who is present at the meeting and whose dues are paid for the current year shall be entitled to vote. Proxy voting will not be permitted at any Club meeting or election. Voting on amendments to the Constitution and Bylaws, and any issue requiring a vote of the entire Club Regular membership shall be by written ballot cast by mail. The Board of Directors may also decide to submit other specific questions for decision of the members by written ballot cast by mail or email.

SECTION 3. Annual Election. At the Annual meeting, Officers and Directors for the ensuing year shall be elected by secret written ballot of the Regular members in good standing present. The Officers and Directors shall be elected from those nominated in accordance with Article IV Section 4.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of November, the Board shall select a Nominating Committee consisting of three members and two alternates. No more than half of the members of the Nominating Committee shall be members of the Board. The Secretary shall immediately inform the committee members and alternates of their selection. The Board shall name a Chairman for the committee and it shall be his duty to call a committee meeting which shall be held on or before November 15th.

- (a) The Committee shall nominate one candidate for each office or combined office and candidates for the vacated or required positions on the Board. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary in writing.

- (b) Following the Nominating Committee's report at the January meeting, the Secretary shall notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made in writing prior to the Annual meeting by any member provided that the person so nominated does not decline, and provided further that if the member proposing the candidate shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nomination(s) which are provided for herein may be made only from among those members who have not accepted a nomination by the Nominating Committee.
- (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. Standing Committees. The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as conformation shows, companion events, trophies, annual prizes, membership and other fields which may be served by committees. Committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the board to aide them on projects.

SECTION 2. 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. American Kennel Club and/or Schipperke Club of America Suspension. Any member who is suspended from any of the privileges of the American Kennel Club and/or the Schipperke Club of America shall automatically be suspended from the privileges of this club for a like period.

SECTION 2. Monies Owed the Club and Club Property. If any amount owed the Club by a member (other than annual dues) shall remain unpaid thirty (30) days after notice to pay said amount is received from the Treasurer, or if any Club property is not returned thirty days after notice to return is received from the Secretary, then the member owing said funds or property may be suspended following a hearing in accordance with the procedures in Section 4 below.

SECTION 3. Charges. Any member may prefer charges against a member for alleged

misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$25.00 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. 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 interest of the Club, it may refuse to entertain jurisdiction and the deposit, less \$10.00 for expenses, shall be returned to the member filing charges. 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 his own defense and bring witnesses if he wishes.

SECTION 4. 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 the 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. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension 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 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 5. 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 his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his own behalf if he/she wishes. The Regular members in good standing at the meeting shall then vote by secret, written ballot on the proposed expulsion, A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws. 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% 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 the 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. Amendment Submittal and Voting. The Constitution and Bylaws may be amended by a 2/3 secret vote 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

The Club may be dissolved at any time by the written consent of not less than 3/4 of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary by operation of law, none of the property of the Club, nor proceeds thereof, nor any assets 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 as 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 meetings may permit, shall be as follows:

Roll Call
Minutes of the Last Meeting
Report of the President Report
of the Secretary Report of the
Treasurer Reports of the
Committees
Election of Officers and Board
(At annual meeting only) 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:

Minutes of the Last Meeting
Report of the Secretary Report
of the Treasurer Reports of the
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.

Revised _____ 2021