



ARTICLE I – MEMBERSHIP

Section 1: Eligibility

The following shall be eligible for membership:

- a) Individual persons 16 years of age or older who subscribe to the purposes of this Club and who are in good standing with this Club and the Canadian Kennel Club.
- b) Regional Specialty Clubs, officially recognized by this Club, composed of individuals devoted to the same purposes as this Club, and whose club activities are restricted to a prescribed local region of Canada...
- c) Family memberships, with two votes per family, both in good standing with this Club and the Canadian Kennel Club.
- d) Individual Persons under 16 years of age who subscribe to the purposes of the Club, and in good standing with this Club, and with the Canadian Kennel Club. These individuals are to be called junior members, to whom no voting privileges are extended.
- e) Breeder membership.
 - i. Breeder memberships: Standard breeder memberships consist of 1 vote. Enables the member to take advantage of club promotion such as breeder's listing, litter news and puppies for sale notices on the club webpage and club social media pages.
 - ii. Breeder family membership: added to the standard breeder membership to allow an extra vote to partnership breeders.
- f) Honorary lifetime member; a member that is a person put forward by the Board as an Honorary Life Member on account of that person's outstanding service to the Finnish Spitz community, the CFSC or other special qualifications recognised by the Board.
- g) All members must re-sign and comply to the Code of Ethics each year as part of membership renewal.
- h) All new membership requests will be reviewed by the membership committee prior to acceptance and fee payment.
- i) An applicant whose membership application has been rejected/denied will be provided with a reason for such rejection/denial, in writing, within 30 days of the decision.
- j) New members are subject to one year probation before being eligible to vote.

Section 2: Termination of Membership

Memberships may be terminated by:

- a) 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, debts become incurred on the first day of each fiscal year.
- b) Lapsing: a membership will lapse and be automatically terminated if a member's dues remain unpaid 90 days after the first day of the fiscal year: the Board of Directors,



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however, upon proper application, may grant an additional 90 days of grace to such delinquent member in a meritorious case. No member, whose dues are unpaid as of the date of a Club meeting, will be entitled to vote at such meeting, nor will a ballot, electronic or by mail, be accepted by any member whose dues are in arrears.

- c) Expulsion: A member may be terminated by expulsion as described in Section 5 Discipline.
- d) Any member who is suspended, debarred, expelled, or deprived from the privileges of the Canadian Kennel Club shall, without notice, be suspended from the privileges of this club for a like period.

ARTICLE II – ORGANIZATION

Section 1: Board of Directors

The Board shall have a board of directors consisting of President, Past President, Vice-President, Secretary, Treasurer and a minimum of four directors. The Board should be distributed across the country whenever possible. All steps should be taken to ensure as much of Canada is represented.

Duties of Officers:

- i. The President shall preside at all meetings of this Club and of the Board and shall have the duties and powers normally apparent to the office of President in addition to those specified in this constitution and by-laws. The key duties of the President are to keep order, be fair and impartial and to protect the rights of all the members. The President should be thoroughly familiar with the bylaws, other rules of the organization, parliamentary procedure in general, and the organization's selected parliamentary authority. The President is responsible for enforcing the rules and decorum of debate. The duty of the President is to keep control of meetings and to see that during debate, all the facts - pros and cons - come out in the discussion so that the assembly can make an informed decision. The president does not vote except in three situations: 1) if the president's vote would break a tie vote; 2) if the president's vote would create a tie vote; or 3) if the vote requires a ballot.
- ii. The Past President shall advise the incoming President in the areas of operation of the Club upon the Presidents request; the Past President may or may not head any special committee deemed necessary by the President. The Past President will also act in an advisory capacity to the board. This position will continue until the next President is elected when a new past president will be inducted.



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- iii. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity, and such other duties as the President of the Board may assign and which he/she is willing to assume.
- iv. The Secretary shall keep minutes of all meetings of the Club and of the Board and shall keep a record of all votes taken by mail or electronic means and of all matters of which a record shall be ordered by the Board. The Secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties which may be assigned by the President or the Board or as may be prescribed in this constitution and by-laws. It is the role of the Secretary to maintain role of current members. This list is published with each newsletter. The President may assign one or more persons to assist the Secretary
- v. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a financial institution designated by the Board in the name of the Club. The Treasurer's books shall be open at all times to inspectors consisting of the members of the Board. (what is the process for the board to view the books?) The Treasurer shall report at each meeting of the Board stating the condition of the Club's finances and each item of receipt or payment not before reported. The Treasurer shall render an account of all monies received and expended at request of the President. Each year, an Annual Financial Statement shall be prepared and submitted for approval at the Annual General Meeting.
- vi. Directors shall participate in the administration, guidance, supervision, and approval of the affairs of the CFSC by being part of the decision-making Board of Directors.
 - b) The term of office for all club officers and directors shall be for a period of two (2) years.
 - c) Members can only hold the same position for two (2) consecutive terms.
 - d) The positions of President and Secretary will be elected in even number years and the positions of Vice-President and Treasurer will be elected on odd number years.
 - e) All Members of the Board must be members in good standing.
 - f) All Members of the Board must be residents of Canada.
 - g) The President and a minimum of 2 other members of the Board must be members of the CKC.
 - h) All members of the Board will assist in developing and maintaining positive relations among the Board, committees, and the community to enhance the goals of the CFSC.

Section 2: Nominating and Ballots

- a) A nominating committee, named by the executive in January, shall consist of a Chairman and a minimum of two members in good standing from the membership, spread across Canada where possible. Together they will check into volunteers or members suggested



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for the various positions on the Board and present, not later than September 1st, a slate of which they are all in favour

- b) Around May/June the Secretary shall send out an email requesting nominations from the general membership for each of the Board positions to be received by the Secretary no later than September 1st.
- c) Nominations cannot be made in any other manner than as provided above. No person may be a candidate in any Club election who has not been nominated as herein provided. In the event of the death, refusal to serve, or unavailability for any reason of the candidate elected as provided above, and if no other candidate has been nominated for the office, the office shall be filled by the new Board of Directors as provided in Article II, Section 4.
- d) The Secretary shall immediately email to each member in good standing a notice listing, in alphabetical order, all nominees for each position, for an election to be conducted at the Annual General Meeting. In order that the ballots will remain secret, the ballot will be completed online using a secret ballot voting app which allows voting by members in good standing who are present at the meeting. certain that there are no duplicate votes and they shall take steps to assure that there is no disclosure as to who voted for whom.
- e) If by mail, the Secretary shall immediately mail to each member in good standing a ballot listing, in alphabetical order, all nominees for each position together with a blank envelope and return envelope addressed to the Secretary marked “Ballot” and bearing the name of the member to which it was sent, and who voted the enclosed ‘ballot. In order that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope bearing his name and addressed to the Secretary and shall mail the latter. These ballots must reach the Secretary by October 1st; The inspectors of the election shall check the outer envelopes against the list of members in good standing, prior to opening them. While removing the blank envelopes and counting the ballots, they shall certify the eligibility of voters as well. The inspectors shall make certain that there are no duplicate votes and they shall take steps to assure that there is no disclosure as to who voted for whom.
- f) In the event of a tie, the votes must be recast until such time as there is a declared winner.
- g) Newly elected officers shall take office immediately following conclusion of the election. Each retiring officer within thirty days shall turn over to their successor all property and records relating to that office.

Section 3: Committees

The President may appoint each year standing committees to advance the work of the Club in such matters as, ethics, shows, sanctioned matches, specialty shows, obedience trials, alteration of the breed standard, new membership, trophies and prizes, and other matters which may appropriately be served by committees. Such committees shall always be subject to final approval of the Board.



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Section 4: Vacancies

- a) Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the remaining members of the Board.
- b) The Secretary shall ensure the Membership is advised of any changes as soon as practicable.
- c) Unless board members are subject to disciplinary measures as laid out in Section 5, no board member may be removed.

Section 5: Discipline

- a) Any member of the Club who is suspended from the privileges of the Canadian Kennel Club shall be automatically suspended from the privileges of this Club for a like period.
- b) Complaints and charges shall be handled through procedure determined in Section 5, c
- c) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the club or the breed. Written complaints with specifications must be submitted by mail or email to the Secretary. The Secretary shall promptly send a copy of the complaint to each member of the Board or present them at a Board meeting, and the Board will consider whether the actions alleged in the complaint, if proved, might constitute conduct which would be prejudicial to the best interests of the Club or breed, or it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the complaint, it will fix a date for hearing of the Ethics committee, consisting of no less than three members, not less than two weeks nor more than four weeks hereafter. The Secretary shall send the notice of the charge and the date and time of the hearing to the accused with assurance that the defendant may personally appear in his/her own defense and bring witnesses if they wish. The Ethics committee may review submissions which support the complaint and bring these into the hearing to which the accused may respond or dispute.
- d) If the complaint is against a Board Member, they will recuse themselves from deliberation and recommendation or dismissal of the complaint.
- e) If any disciplinary action is deemed as necessary by the Ethics Committee, the following actions may, by a majority vote of the Board, lead to (any or all) of the following:
 - i. Suspension of membership;
 - ii. A period of 1 year before the member may re-apply for membership;
 - iii. Suspension of voting privileges;
 - iv. Suspension of right to hold office;
 - v. Suspension of advertising or promotion privileges
- f) Should the complaint be sustained after hearing the testimony presented by the complainant and the defendant, the committee will make recommendations to the Board. The Board may by a majority vote of those present decide on penalty. Immediately after the Board or committee has reached a decision, its findings shall be put in written form



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and filed with the Secretary. The Secretary, in turn, shall notify each of the involved parties of the decision and penalty, if any. The results will be reported in the next Board Report to the Membership.

- g) Appeals must be filed in writing and forwarded to the Secretary of the club. The Secretary will notify the respondent of the appeal and the procedures within thirty (30) days of receipt of the appeal. Both the appellant and respondent will be provided with a date and time of hearing of the appeal, a minimum of fourteen (14) days before the appeal will be heard/considered. Both the appellant and respondent shall have the right to attend the hearing. An appeal hearing must not be a retrial but rather a hearing to determine whether or not there is just cause to overturn the finding of the decision-making committee. Arguments presented by the parties to the complaint during the appeal process should, therefore, be limited to this aspect. The Secretary shall inform both the appellant and respondent of any decision in writing within thirty (30) days of the hearing.
- e) Expulsion of a member of the club may be accomplished only following a hearing and upon the recommendation of the Board or committee as provided in Section 5 of these Bylaws.

Section 6: Member not in good standing

- a) A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- b) Members not in good standing may not vote
- c) A voting member who is not in good standing may not vote at a general meeting.
- d) A voting member who is not in good standing is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- e) A person's membership in the Club is terminated if the person is not in good standing for 6 consecutive months.

ARTICLE III – MEETINGS

Section I: Annual Meetings

The Annual Meeting of the Club shall be held by online meeting platform or teleconferencing, with the date and hour designated by the President in October of each year. Written notice of the annual meeting shall be mailed to each member at least 14 days prior to such meeting. At this time the Secretary shall request from members any items to be added to the Meeting Agenda with a deadline which allows timely preparation of the sAgenda. A quorum must be maintained, and is 1/4 (25%) of members in good standing.



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Section 2: Special Club Meetings

Special meetings of the Club may be called:

- a) By the President. The same notice as in Section 1 shall apply, with the purpose of the meeting specifically included OR
- b) By a majority vote of the Directors. The same notice as in Section 1 shall apply, with the purpose of the meeting specifically included OR
- c) By the Secretary on receipt of a petition signed by 25% of the members of the Club who are in good standing. The same notice as in Section 1 shall apply, with the purpose of the meeting specifically included.

Section 3: Board Members

- a) A meeting of the Board of Directors shall be held immediately before the annual meeting. Other meetings shall be held at such times and places as are designated by the President or a majority of the Board, including telephone conference calls or online meeting platforms. The same notice as in Section I shall apply.
- b) In the absence of the secretary from a meeting, the chair must appoint another individual to act as secretary at the meeting.

Section 4: Voting

At the Annual General Meeting or a Special Meeting of the Club, voting shall be limited to members of good standing who are present at the meeting, except in the case of the following, which shall be by written ballot cast by mail or returned to the Secretary by hand or using an online secret ballot voting app:

- a) Election of Officers and Directors if not carried out at the AGM for any reason;
- b) Amendments to Constitution and By-laws and the Code of Ethics;
- c) Amendments to the standard for the breed.

Section 5: Order of Business

- a) At annual meetings of the Club (and to the extent applicable, at special meetings of the Club) the order of Business, subject to the discretion of the President shall be as follows:
 1. Roll Call
 2. Elect chairman
 3. Determine quorum
 4. Approve agenda
 5. Approve Minutes of last meeting
 6. Report of Secretary



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7. Report of Treasurer and Approval of the Annual Financial Report
8. Report of Committees
9. Report of President
10. Election of Officers and Board
11. Unfinished Business
12. New Business
13. Adjournment

b) At meetings of the Board of Directors, the order of business, subject to the discretion of the President, shall be as follows:

1. Minutes of the last meeting
2. Report of the Secretary
3. Report of the Treasurer
4. Report of Committees
5. Report of President
6. Unfinished Business
7. New Business
8. Adjournment

Section 6: Lack of Quorum

- a) Business, other than the election of the chair of the meeting and the adjournment of the meeting, must not be transacted at a General or Special meeting unless a quorum of voting members is in attendance.
- b) The quorum for the transaction of business at a General Meeting is $\frac{1}{4}$ (25%) of the members in good standing.
- c) If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance, or If at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned.

ARTICLE IV – FINANCE

Section 1: The Club Year

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

Section 2: Dues

Dues shall be the amounts specified hereafter, to be changed only by Standing Resolution:



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- a) Single \$25.00 (one vote)
- b) Family \$40.00 (two votes)
- c) Breeder \$50.00 (one vote)
- d) Breeder family \$60,00 (two votes)
- e) Junior \$10.00 (no vote)
- f) Honorary member \$0 (one vote)

Section 3: Petty Cash

The Secretary, the Treasurer and the Newsletter Editor shall be allowed a petty cash as determined by a majority vote of the Board.

Section 4: Banking

- a. The funds of the Club, except for amounts specified and authorized by the Board to be placed in the safe keeping of certain officers and the newsletter editor as petty cash funds, shall be placed in a branch of a Canadian Financial Institution.
- b. On or near, October 1st of each year, the Treasurer will prepare and submit the Annual Financial Statement to the Board, which will then be shared with the Membership prior to the AGM for inspection prior to the AGM. At the AGM, the Treasurer shall submit the report for approval. If the report is not approved, a member may move for an inspection of the books by an Audit Committee. This Standing Committee will be appointed by the Board and will consist of three volunteers who will audit the books of the previous year. This motion requires a 2/3 majority vote to be accepted. The audit must be completed before December 31 of the current year.

Section 5: Dissolution

Should this Club remain inactive for a period of one year, or should its members decide to dissolve the Club all assets will be converted to cash and transferred by way of cheque to a charitable organization for the benefit of dogs as decided by the Board.

Section 6: Remuneration

These Bylaws do not permit the Club to pay to a director remuneration for being a director, but the Club may pay remuneration to a director for services provided by the director to the Club in another capacity.

ARTICLE V – LEGAL

Section 1: Signing Officers

- a) There shall be two (2) signing authorities of the Club who shall be members of the Executive and they should not reside in the same household.
- b) Any documents requiring the official endorsement of the Club shall be deemed to have been duly signed when it bears the recognized signature of the said officers, normally the President and the Treasurer.



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ARTICLE VI – PROCEDURE

Authority

All meetings of the Club and of its governing bodies and all other matters of practice and procedure not otherwise herein specified shall be governed by Robert's Rules of Order, to form and be considered a part of these By-Laws and to have the same force and effect by reference as though the same were severally, fully and particularly set forth herein.

ARTICLE VII – ALTERATION OR AMENDMENT

Section 1: Proposal of Amendment

Amendments to this constitution and by-laws, the standard for the breed and/or the Code of Ethics may be proposed by the Board, or by written petition addressed to the Secretary, and signed by 25% of the membership in good standing. Within three months of the date such proposals shall be submitted to the members by the Secretary for a vote.

Section 2: Voting On Amendments

This Constitution and Bylaws, the standard for the breed and the Code of Ethics may be amended at any time provided a copy of the proposed amendment is delivered by the Secretary to each member accompanied by a ballot attachment, and a notice specifying a response date of no less than 30 days if by mail and 15 days after the date of mailing if using an online secret ballot voting app, by which time the ballots must be returned to be counted. A favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment

Section 3: Approval of the Canadian Kennel Club

No amendment to this constitution and by-laws, or to the standard of the breed, shall become effective until it is approved by the Canadian Kennel Club.

ARTICLE VIII – INDEMNIFICATION

Section 1: Protection of Officers and their Agents

- a) The Directors and Officers, for the time being of the Club, and every one of their heirs, executors and administrators, shall be indemnified and saved harmless, out of the assets and profits of the Club, from and against all actions, costs, charges, losses, damages, and expenses which they, or any of them, their or any of their heirs, executors or administrators shall, or may incur, or sustain by, or by reason of act alone, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.



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- b) The Board of Directors of the Club are hereby authorized, from time to time, to cause the Club to give indemnities to any Director, or other person who has undertaken, or is about to undertake, any liability on behalf of the Club and any action, from time to time, taken by the Directors under this paragraph shall not require approval, or confirmation by the members.
- c) No Director or Officers for the time being of the Club shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee or for joining in any receipt or act of conformity of for any loss, damage or expense happening to the Club through insufficiency or deficiency of title to any property acquired by order of the Board of Directors of the Club for or on behalf of the Club or for the insufficiency for any security in or upon which any of the money of, or belonging to the Club shall be placed out, or invested, or for any loss, or damage arising from the bankruptcy, insolvency or tortuous act of any person, form or corruption with whom or with which any monies, securities or effects shall be lodged, or deposited or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office, or trust, or in relation there to, unless the same shall happen by, or through their own willful act of default.