

CONSTITUTION AND BY-LAWS
of the
ROCKY MOUNTAIN SIBERIAN HUSKY CLUB, INC.

ARTICLE I

Name and Objective

Section 1. Name of the Club

The name of the club shall be “Rocky Mountain Siberian Husky Club, Incorporated,” (hereafter referred to as the club) a nonprofit Colorado corporation.

Section 2. Objectives

The objectives of the club shall be:

- a. To encourage and promote quality in the breeding of purebred Siberian Huskies and to do all possible to bring their natural qualities to perfection.
- b. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (AKC) as the only standard of excellence by which the Siberian Huskies shall be judged.
- c. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at:
 - dog shows
 - obedience trials
 - rally trials
- d. To conduct:
 - sanctioned matches
 - dog shows
 - obedience trials
 - rally trials
 - and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club (AKC).

Section 3. Nonprofit Corporation

In accordance with federal, state, and local law, 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 corporation 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 or in Article I of the Bylaws.

These Bylaws are subject to and governed by the State of Colorado Not-For-Profit Corporation Laws and the Articles of Incorporation of the Rocky Mountain Siberian Husky Club, Inc.. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Colorado State Not- For-Profit Corporation Laws, the Colorado State Not-For-Profit Corporation Act will be controlling.

Section 4. Bylaws Revision

The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS ARTICLE I

Membership

Section 1. Eligibility

There shall be individual and associate 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. There shall also be junior types of membership open to minors less than 18 years of age.

While membership is to be unrestricted as to residence, the club's primary objective is to be representative of the breeders and exhibitors in its immediate area.

Section 2. Dues

Membership dues shall not exceed \$75.00 per individual, \$30.00 per associate, or \$30.00 per junior member per year, payable on or before the first day of January each year. No member may vote whose dues are not paid for the financial/fiscal year. During the month of November, the Treasurer shall send to each member a statement of his dues for the financial/fiscal year.

Section 3. Election to 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 the constitution and bylaws and the rules and regulations of The American Kennel Club (AKC). Accompanying the application, the prospective member shall submit dues payment for the financial/fiscal year.

All applications for membership shall be filed with the Secretary. Each individual membership application shall be voted upon by secret ballot after the applicant has attended two meetings of the club within a six (6) month period. Each associate and junior membership application shall be voted upon by secret ballot at the next meeting of the club. An affirmative vote of two-thirds (2/3) of the eligible members present and voting shall be required to elect the applicant.

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

Section 4. Termination of Membership

Membership may be terminated in one of the following ways:

- a. By resignation. Upon written notice to the Secretary.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid forty-five (45) days after the first day of the fiscal year; however, the Board may grant an additional grace period 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 of these bylaws.

ARTICLE II

Meetings and Voting

See Robert's Rules of Order, Current Edition

Section 1. Club Meetings

Meetings of the club shall be held each month by in-person and/or electronic methods in the Denver, Colorado metropolitan area as may be designated by the Board of Directors. If a meeting date coincides with a holiday, the meeting may be canceled or rescheduled at the prior meeting by a majority vote of the members present. Written or electronic notice of each meeting, or a canceled or rescheduled meeting, shall be sent by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for club meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

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, or by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by in-person and/or electronic methods in the Denver, Colorado metropolitan area, as may be designated by the person or persons authorized herein to call such meetings. Written or electronic notice of such meetings shall be sent by the Secretary at least ten (10) days and not more than twenty (20) 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 meetings shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held by in-person and/or electronic methods in the Denver, Colorado metropolitan area, on the third Tuesday in the months of January, April, July, and

October in each year, as may be designated by the Board. Written or electronic notice of each such meeting shall be sent by the Secretary at least five (5) days prior to the date of the meeting. The quorum for Board meetings shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

Section 4. Special Board Meetings

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held by in-person and/or electronic methods in the Denver, Colorado metropolitan area, as may be designated by the person authorized herein to call such meetings. Written or electronic notice of such meetings shall be sent by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for Special Board meetings shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

Section 5. Voting

Each member in good standing whose dues are paid for the financial/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.

ARTICLE III

Directors and Officers

Section 1. Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three other persons, all of whom shall be members in good standing and all of whom shall be elected for 1-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 shall have duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these bylaws.
- 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 and of all matters of which a record shall be ordered by the club, have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and carry out other duties as are prescribed in these bylaws.

d. 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; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. 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.

The Treasurer shall keep a roll of the members of the club with their addresses which shall be sent to all members in good standing once every club year.

Section 3. Vacancies

Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

ARTICLE IV

The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

Section 1. Financial/Fiscal Year

The financial/fiscal year shall begin on the 1st day of January and end on the 31st of December.

Section 2. Annual Meeting

The annual meeting shall be held in the month of December at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated, in accordance with section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3. Nominations

During the month of July the Board shall select a nominating committee consisting of five members and two alternates, not more than one of whom shall be a member of the Board. The President 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 on or before October 15.

- a. The committee shall nominate at least one candidate for each office and position on the Board, and shall procure the acceptance of the nominee so chosen and shall immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the nominating committee's report, the Secretary shall on or before October 30th notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the November meeting by any eligible member in attendance, provided that the person so nominated accepts their name when proposed. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 4. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received at the November general meeting then the nominating committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

Section 5. 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 election at the next annual meeting.

ARTICLE V

Committees

Section 1. Standing Committees

The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.

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 service has been terminated.

ARTICLE VI

Discipline

Section 1. American Kennel Club Suspension

Any member who is suspended from the privileges of The American Kennel Club (AKC) automatically 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 2. Charges

Any member may prefer charges against a 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 of \$10 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 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 or a committee appointed by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly and in no case less than fifteen (15) days prior to the hearing 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 accused may attend and present any defense, call witnesses or answer.

Section 3. Board Hearing

If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all evidence and testimony presented by complainant and accused, the Board or Board's appointed committee 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 it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or Board's appointed committee has reached a decision, its findings 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 or the Board appointed committee's decision and penalty, if any.

Section 4. Expulsion

The eligible members shall vote by secret ballot on the proposed expulsion. A two-thirds (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. Proposal of Amendments

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 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 3 months of the date when the petition was received by the Secretary.

Section 2. Adopting of Amendments

The constitution and bylaws may be amended by a two-thirds (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 sent by mail or electronic methods to each member at least two (2) weeks prior to the date of the meeting.

No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club (AKC).

ARTICLE VIII

Dissolution

Section 1. Dissolution

The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) 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 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 a charitable organization for the benefit of dogs selected by the Board of Directors unless otherwise prohibited by State Law.

ARTICLE IX

Order of Business

Section 1. General Meetings

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

- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. Board Meetings

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

- Reading of the minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report 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.

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.

Types of Membership:

Individual — Enjoys all club privileges including the right to vote and hold office.

Associate or Newsletter — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).

Junior — Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

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.

Notices — All club notices must be sent either via the US Postal Service or electronic communications in accordance with current AKC policy or in accordance with State Law.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed along with the date of the vote, the percentage of membership that voted and the breakdown of the vote.