

The Chihuahua Club of Michigan, INC.

Constitution and By-Laws

CONSTITUTION

ARTICLE I

(Name and Objectives)

Section 1. The name of the club shall be The Chihuahua Club of Michigan, Inc.

Section 2. The objectives of the club shall be:

- a) To encourage and promote the breeding of purebred Chihuahuas and to do everything 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 as the only standard of excellence by which the Chihuahua shall be judged.
- c) To extend friendship, encouragement, and information to all interested in the betterment of Chihuahuas.
- d) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
- e) To conduct sanctioned and licensed specialty shows under the rules 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, or residue from dues, or donations, to the club shall inure 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 objectives.

By-Laws

ARTICLE I

(Membership)

Section 1. ELIGIBILITY. There shall be four types of membership open to all persons who are in good standing with the American Kennel Club, and who subscribe to the purposes of the club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its designated area.

- (a) **Regular** - Open to persons eighteen years and older. Enjoys all the privileges of the club, including the right to vote and hold office.
- (b) **Junior** - Open to children under 18 years of age; a non-voting/ non-office holding membership which may automatically convert to regular membership at age 18.
- (c) **Honorary** - An individual who has made significant contributions to the Sport, Breed, or the Club; honorary members pay no dues and are not eligible to vote, and may not hold office. Honorary members can maintain regular membership if they pay dues, they would have voting privileges and be eligible to hold office.
- (d) **Life** - For those individuals who have been members for a long period of time (usually 20 years); Life members pay no dues but are eligible to vote and hold office.

Section 2. DUES. Membership dues shall be established by the Board of Directors, and approved by the majority of members present at the annual meeting. Dues shall be payable on or before the 1st day of January of each year. The Secretary during the month of November shall send notice to the membership of any dues for the ensuing year. The deadline for payment of dues is January 31st. A thirty (30) day extension, for extenuating circumstances, may be granted by the board by upon written request to the Secretary. No member may vote whose dues are not paid for the current year. Notice of the annual meeting shall also contain notice of dues. Persons becoming members after the 30th day of September are considered as having an effective membership date of January 1st of the following year in regards to payment of dues.

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 these Constitution and By-laws, Code of Ethics, and the rules of the American Kennel Club. Applications are to be filed with the Secretary, and then referred to the Membership committee for investigation before being voted upon. The application shall state the name, address, and occupation, of the applicant, and shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants would receive the application upon attendance of their first club meeting. At the following meeting which they attend, which would be considered, the second meeting, they would be able to submit their completed application, along with the appropriate fees. During that meeting, the applicant will be asked to read their application to the membership. At the third meeting attended by the applicant, again the applicant will be asked to read their application to the membership, thus fulfilling the two reading requirements. The Membership Committee shall give its report, and the members present shall vote by secret ballot to accept or reject the application. An affirmative vote of 2/3 of the members present shall be required to elect the applicant. Applicants for memberships who have been rejected by the club will have their application fee returned and may not reapply for a period of (1) one year after such rejection.

Section 4. TERMINATION OF MEMBERSHIP. Membership may be terminated by:

- (a) **Resignation.** Any member may resign from the club following written notice to the Secretary, but no portion of dues shall be returned to a member who resigns or is dismissed from the club.
- (b) **Lapsing.** All privileges are suspended while dues are in arrears. Any member whose dues remain unpaid as of January 31st shall be notified by the Secretary. Unless dues are paid within 10 business days from the date they are notified that the dues are in arrears, then the members name shall be stricken from the rolls. If a lapse of membership is due to illness or financial difficulties, the members present at a regular meeting may vote to "consider the dues paid" for the current year. There is no limit as to the number of times this may be done in any year or for any member.
- (c) **Expulsion.** A membership may be terminated by expulsion as provided in Article VII of these constitutions and by-laws.

Section 5. HONORARY MEMBERSHIP. Honorary membership may be conferred upon any person is good standing with the American Kennel Club but who resides at such a distance as to make attendance to meetings difficult. The members present vote and a simple majority confers honorary membership for the person whose name had been presented. The name of the person upon whom honorary membership is conferred may be enrolled upon the list of honorary members of the club when they have stated in writing their acceptance of such membership.

Honorary membership shall not be conferred upon more than two persons in any fiscal year. Honorary members have no vote and cannot hold office.

Section 6. LIFE MEMBERSHIP. Life membership may be conferred upon any member by majority vote of those present at any regular meeting providing the name is proposed at a preceding regular meeting and providing the proposed life member has been a member in good standing for at least 10 years. A life member is granted all the privileges of regular membership and may vote on all business and in all elections. They are excused from payment of dues. Names of life members shall be noted in the records when they have stated in writing their acceptance of such membership. Life membership shall not be conferred upon more than one person (or two from the same family if husband and wife and or life partner) in any year.

Section 7. REINSTATEMENT OF MEMBERSHIP. Former members who have allowed their membership to lapse for duration of not more than one year may be reinstated upon payment of the annual dues, plus \$10.00. Any debt to the club must be paid before reinstatement. The Board of Directors shall vote on the reinstatement of lapsed memberships. If a former member allows his or her membership to lapse more than one year, he or she may rejoin in the same manner as a new member.

ARTICLE II

(Meetings)

Section 1. CLUB MEETINGS. Meetings of the club shall be held at least four (4) times yearly, in the State of Michigan, at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed by the Secretary, at least 10 days prior to the date of the meeting. The quorum for such meeting would be 20 percent of the members in good standing.

Section 2. SPECIAL CLUB MEETINGS Special club meetings may be called by the President, or a majority 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 members in good standing. Such special meetings shall be held in the State of Michigan, at such a place, date, and hour as may be designated by the person or persons, authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than 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 there-at. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the board of directors shall be held each month, when possible, at such hour and place as may be designated by the board. It is permissible to hold meetings, and send meeting notices, with the use of all forms of electronic media including but not limited to conference calls, email or any other method of electronic communication. Notice of such meetings shall be sent by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. Special Board Meetings. Special meetings of the board may be called by the President or shall be called by the Secretary upon receipt of a written request, signed by at least three members of the board. Such special meetings shall be held in the State of Michigan, at such place, date, and hour, as may be designated, by the person authorized to call such meeting. Written notice of such meeting shall be sent by the Secretary at least five days, and not more

than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. 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 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 officers and four other persons, all of whom shall be elected for two year terms. The President, Recording Secretary, and two board members will be elected in even numbered years; the Vice-President Corresponding Secretary, Treasurer, and two board members will be elected in odd numbered years. 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, Second Vice President, Secretary Recording 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) ***President.*** 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. The President shall have general supervision over the affairs of the club, and will be named on financial accounts with the Treasurer.
- (b) ***Vice-President.*** The first vice-president shall have the powers and exercise the duties of the president in case of the president's death, absence or incapacity.
- (c) ***Recording Secretary.*** The Secretary shall keep a record of all meetings of the club and of the board and all matters of which a record shall be ordered by the club; The minutes are to be given to the Corresponding Secretary within 5 business days. The Recording Secretary shall also keep a roll of the members of the club with their addresses.
- (d) ***Corresponding Secretary.*** The Corresponding Secretary shall have charge of all correspondence, notify members of meetings, notify members annually requesting dues, notify new members of their election to membership, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these by-laws.
- (e) ***Treasurer.*** The Treasurer shall collect and receive all monies due or belonging to the Club. They shall deposit the same in a bank designated by the Board, in the name of the Club. Their books shall at all times be open to inspection by the Board and they shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported: and at the annual meeting they shall render an account of all monies received and expended during the previous year, as audited by the Audit Committee.

Section 3. VACANCIES. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the First Vice President, and the resulting vacancy in the office of First Vice President shall be filled by the board. All properties and records related to the vacancy shall be turned over to the Board of Directors within 30 days after the vacancy occurs.

ARTICLE IV

(The Club Year, Annual Meeting, Elections)

Section 1. CLUB YEAR. The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through the election at the next annual meeting. This time period will constitute one session.

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 the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. ELECTIONS. The nomination of the Club Officers and Board members will be in accordance with the schedule outlined in Article III Section 1. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. NOMINATIONS. No person may be a candidate in a club election who has not been nominated and accepted the nomination. If the nominee is not present, the person nominating the candidate must have a signed statement from the nominee stating that they will accept the nomination and serve if elected.

ARTICLE V

(COMMITTEES)

Section 1. STANDING AND SPECIAL 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 be well 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 COMMITTEE APPOINTMENT. Any committee appointment may be terminated by a majority vote of the board. Committee appointee shall receive written notice such of termination 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 shall be automatically suspended from the privileges of The Chihuahua Club of Michigan for a like period.

Section 2. CHARGES. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with the deposit of \$50.00 which shall be forfeited if such charges are not sustained by the board following the 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, it may refuse to entertain jurisdiction." If the board entertains jurisdiction of the charges, it shall fix a date for hearing by the board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges, and the specifications 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 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 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. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, 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 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 decision and penalty, if any.

Section 4. EXPULSION. Expulsion of a member of 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 to speak in his own behalf if he wishes. The members shall then vote by secret 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. 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 of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote, within three months of the date when the petition was received by the Secretary. Any amendment brought to the board by petition and defeated by the membership cannot be brought back to the board for reconsideration for one full year from the date of rejection.

Section 2. AMENDMENTS TO THE CONSTITUTION AND BYLAWS. 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)

Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In event of 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 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.

ARTICLE IX

(INDEMNIFICATION)

Section 1. INDEMNIFICATION OF EXECUTIVE BOARD MEMBERS. The club shall indemnify any Executive Board Member or former Executive Board Member of the club against expenses actually and necessarily incurred by him or her in connection with any defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a member of a executive board of the club except in relation to matters with respect to which he or she shall be adjudged to be liable for negligence or misconduct, nonfeasance in the performance of his or her duties as such Executive Board Member. The Club may also reimburse any such Executive Board Member the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the disinterested members of the Executive Board that is was in the best interest of the Club that such settlement be made, and that such Executive Board Member was not guilty of negligence or misconduct or nonfeasance in the performance of his or her duties as such Executive Board Member.

ARTICLE X

(ORDER OF BUSINESS)

Section 1. REGULAR 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;

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of officers and board (at annual meeting)
- Election of new members
- New Membership Application Requests
- Unfinished business
- New business
- Adjournment

Section 2. ANNUAL MEETING. At the annual meeting, the order of business shall be as follows:

- Call to order
- Roll call
- Reading of minutes
- Annual Reports of Secretary and Treasurer
- Address of the President
- Miscellaneous Business
- Election of Officers
- New Membership Application Requests
- Adjournment

Section 3. BOARD MEETINGS. At meetings of the Board of Directors the order of Business, unless otherwise directed by majority vote of those present, shall be as follows:

- Approval of Minutes of Last Board Meeting
- Correspondence of Secretary
- Report of Treasurer
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI

(PARLIAMENTARY AUTHORITY)

Section 1. The rules contained in the current edition of "Robert's Rule 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.

This Constitution and By-Laws approved as amended by the membership of the Chihuahua Club of Michigan, Inc., on December 6, 2008.

Jennifer L. Smolarz
Secretary
