

## ARTICLE IX - ORDER OF BUSINESS

Deliberations of all meetings shall be governed by the latest edition of Roberts Rules of Order, Newly Revised unless covered by the Constitution or Bylaws.

SECTION 1. At Club meetings, the order of business, so far as the character and nature of the meeting may permit, shall be:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers & Board (at annual meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At Board meetings, the order of business, unless otherwise directed by majority vote of those present, shall be:

- Minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

[approval date: 07/23/05]



Constitution & By-Laws

## CONSTITUTION

### **ARTICLE I - Name and Object**

SECTION 1. The name of the Club shall be **GOLDEN GATE AKITA CLUB**, herein referred to as "the Club".

SECTION 2. The objects of the Club shall be to:

- (a) encourage and promote quality in the breeding of pure-bred Akitas and to do all that is possible to bring their natural qualities to perfection;
- (b) 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 Akitas shall be judged;
- (c) do all in its power to protect and advance the interests of the Akitas;
- (d) conduct sanctioned and licensed specialty dog shows and obedience trials under the rules of the AKC by encouraging sportsmanlike competition at dog shows and obedience trials.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any residue from fund raising events, membership dues or Club donations shall inure to the benefit of any member of individual.

SECTION 4. The Club members shall adopt and may from time to time revise Bylaws as may be required to carry out these objects.

## BY-LAWS

### **ARTICLE I - MEMBERSHIP**

SECTION 1. Membership shall be of five classes: Regular, Family, Associate, Honorary, and Junior. All shall be in good standing with the AKC and subscribe to the objects of this Club.

(a) Regular Membership - (one adult) must be 18 years of age or older and shall enjoy all privileges of the Club including voting and holding office.

(b) Family Membership - (up to two adults and their minor children) shall enjoy all privileges of the Club including voting and holding office, and allowed up to a maximum of two votes.

(c) Associate Membership - entitled to all privileges of the Club except voting and holding office. Such members are not computed in determining a quorum.

(d) Honorary Membership - may be bestowed by the Board and ratified by a majority vote of those members present at a general meeting in recognition of those whom they feel best exemplify the objects of this Club. Honorary members may maintain regular voting status by payment of dues.

(e) Junior Membership - (ages 8 to 17) entitled to all privileges of the Club except voting and holding office, and not assessed dues. Such members are not computed in determining a quorum.

and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if desired.

SECTION 3. **BOARD HEARING.** The Board shall have complete authority to decide whether counsel may attend the hearing, but 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 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 is 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. After the Board has reached a decision, its findings shall be documented and filed with the Recording Secretary, who in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. **EXPULSION.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if desired. A vote will be taken 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 Bylaws may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by 20% of the membership in good standing and eligible to vote. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with Board recommendations by the Corresponding Secretary for the vote within three months of the date when the petition was received.

SECTION 2. The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that 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. **DISSOLUTION.** The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization, 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.

**SECTION 4. ELECTIONS.** No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the members of their selection to the Committee. The Board shall name a Chairperson for the committee and it shall be his/her duty to call a meeting.

(a) The Committee shall meet by September 1st. The Committee shall nominate one candidate for each office and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing prior to September 30th.

(b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member in writing of the candidates so nominated prior to October 31st.

(c) Additional nominations may be made by any member in good standing provided that the nomination is made in writing before November 15th with the written consent from the nominee to the Corresponding Secretary. 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.

#### **ARTICLE V - COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty 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. Special committees may also be appointed by the Board to aid it on particular projects.

**SECTION 2.** A committee appointee may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. The Board of Directors may appoint successors to those persons whose services have been terminated.

#### **ARTICLE VI - DISCIPLINE**

**SECTION 1. AKC SUSPENSION.** Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

**SECTION 2. CHARGES.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$20.00 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 Board member or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing

While membership is to be unrestricted as to residence, the Club's primary purpose is to represent the breeders and exhibitors in its immediate area (Alameda, Contra Costa, Marin, San Francisco, San Mateo, Santa Clara, and Santa Cruz counties) herein referred to as the "greater Hayward, California area".

**SECTION 2. DUES.** By the first of November, the Corresponding Secretary shall send to each member a statement of his/her dues for the ensuing year. Dues are payable on or before the first of January of each year. Membership dues are determined by the Board and the membership.

**SECTION 3. ELECTION TO MEMBERSHIP.** Each applicant for membership shall apply on a form as approved by the Board which shall provide that the applicant agrees to abide by these Constitution, Bylaws, and the rules of the AKC. The application shall state the applicant's name, address, occupation, and registered names and number of Akitas owned and shall carry the endorsement of two Club members in good standing. Dues payment for the current year shall accompany the application.

All applications are filed with the Corresponding Secretary and are to be read at the first Club meeting and published in the official Club publication following its receipt. At the next Club meeting, applications will be voted upon by secret ballot and affirmative votes of 3/4 of the members present and voting at that meeting are required to accept the applicant. Each applicant must attend one of the two meetings at which their application is to be read or voted upon. Applicant will automatically become an Associate Member until meeting requirement has been completed.

Applicants for membership who have been rejected by the Club may reapply after six months from rejection.

**SECTION 4. MEMBERSHIP TERMINATION.** Memberships may be terminated:

(a) **BY RESIGNATION.** Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become in incurred on the first day of each fiscal year.

(b) **BY LAPSING.** Membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year, 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.

(c) **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

#### **ARTICLE II - MEETINGS AND VOTING**

**SECTION 1. CLUB MEETINGS.** Club meetings shall be held within the greater Hayward, California area every other month at such date, hour and place as may be designated by the Board. Written notice of each meeting shall be mailed at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing and eligible to vote.

**SECTION 2. SPECIAL CLUB MEETING.** Special Club meetings may be called by the President or by a majority vote of the Board who are present and voting at any regular or special meeting of the Board and shall be called by the Recording Secretary upon receipt of a petition signed by five Club members in good standing and eligible to vote. Such special meeting shall be held within the greater Hayward, California area at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Recording Secretary at least 5 days and not more than 15 days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing and eligible to vote.

**SECTION 3. BOARD MEETINGS.** Meetings of the Board shall be held within the greater Hayward, California area a minimum of six times per year at such date, hour and place as may be designated by the Board. The Recording Secretary shall notify all Board members at least 5 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; and shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Hayward, California area at such date, hour and place as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be made by the Recording Secretary and mailed to all Board members at least five days and not more than ten 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. A 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 President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Member-At-Large and Herald Editor all of whom shall be members in good standing and shall be elected for one-year terms 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 all duly elected officers of the Club, shall serve in their respective capacities both with regard to the Club and its meetings and to the Board and its meetings.

(a) The President shall preside at all meetings of the Club and shall have the duties and powers normally appurtenant to the office of President in addition to those specified in these Bylaws. The President shall also be an ex-officio member of all committees, standing and appointed, except for the nominating committee.

(b) The Vice-President shall have the duties and exercise the powers of the President in the President's absence, incapacity, or death.

(c) The Recording Secretary shall take attendance, record all meetings of the Club and of all matters of which a record shall be ordered by the Club, and will notify members of meetings.

(d) The Corresponding Secretary shall have charge of the correspondence, notify new members of their election to membership, notify officers and directors of their election to office, maintain a listing of members' addresses, and carry out such other duties as are prescribed in these Bylaws.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club and shall deposit same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board. The Treasurer shall report at every meeting the condition of the Club's finances, issue a quarterly report, and render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(f) The Editor shall oversee all activities connected with The Herald, uphold editorial policies under the guidelines established by the Board and maintain the established excellence of this journal/newsletter. The Herald shall be published a minimum of six times per year.

(g) The Member-At-Large shall serve as the Ways and Means Coordinator and thereby assist in fund raising activities for the Club.

**SECTION 3. VACANCIES.** Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

**SECTION 4. TERM OF OFFICE.** Persons may not be elected to the same office on the Board of Directors for more than two (2) consecutive terms, except in the case of unavailability of new nominees.

#### **ARTICLE IV - CLUB YEAR, ANNUAL MEETING, ELECTIONS**

**SECTION 1. CLUB YEAR.** The Club's fiscal year shall begin on the 1st day of January and end on the last day of December. 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. On or before January, the Treasurer's records shall be turned over to the Audit Committee consisting of three (3) members, not more than one of whom may be a Board member. The Audit Committee report shall be made on or before the next general meeting.

**SECTION 2. ANNUAL MEETING.** The annual meeting shall be held in the month of December at which time the secret ballots would be counted and newly elected officers for the ensuing year shall be announced. The newly elected Board shall take office on January 1st and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 3. ELECTIONS.** The nominated candidate receiving the greatest number of votes for office shall be declared elected.