

Norwegian Elkhound Club of the Potomac Valley By-Laws

ARTICLE I NAME AND OBJECTIVES

Section 1. The name of the Club shall be the Norwegian Elkhound Club of the Potomac Valley.

Section 2. The objectives of the Club shall be:

- a) To encourage the responsible breeding of purebred Norwegian Elkhounds and to do everything possible to bring to perfection their natural qualities;
- b) To urge members, breeders, and judges to accept the Standard of the breed as approved by the American Kennel Club as the only standard of excellence in its power to protect and advance the interests of the breed
- c) To encourage sportsman-like competition at dog shows, sanctioned matches, specialty shows, performance events and all other dog related functions;
- d) To conduct and support dog shows, sanctioned matches, specialty shows, agility, obedience trials and other dog related functions under the rules of the American Kennel Club and to support the entry of the Norwegian Elkhound at such all-breed shows as the Club may determine;
- e) To educate current and potential Norwegian Elkhound owners on the history, development, care and nature of the breed.

- f) To promote research and informed discussion on topics relative to the health, preservation and improvement of the breed.

Section 3. The Club Shall not be conducted or operated for profit and no part of the 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.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. The Club shall be composed of full members, junior members, without limit as to number, who shall be persons in good standing with the American Kennel Club and the Norwegian Elkhound Association of America and who subscribe to the purposes of the Club and agree to uphold these by-laws and Code of Ethics.

Membership categories shall be: single membership, junior membership and family membership of any combination of two individuals (18 and over) living in the same household with or without Junior members. All members 18 and over enjoy all privileges of the Club, including voting and holding office. Junior members (10-17) may not vote or hold office, do not pay dues, may convert to regular membership upon reaching their 18th birthday.

Each candidate for membership, regardless of category, shall be recommended by two (2) members of the Club in good standing. While membership is to be unrestricted as to the residence, the Club's primary purpose is to be representative of the

owners, breeders and exhibitors in its immediate area.

Section 2. Dues. The annual dues of the active members (all membership categories) shall be determined by the Board of Directors at an amount not to exceed \$20 for individual membership, \$30 for family combination (of two individual members in the same household) and approved by the membership by a 2/3 vote of those present and voting at a regular meeting. In any year when the Board does not change the dues rate by June 1, the dues for the respective categories of membership shall continue as determined for the previous year.

Membership dues are waived for one (1) year for anyone who joins the Club by adopting a rescue dog.

New members joining the Club six (6) months after the start of the fiscal year shall pay 50% of the annual amount specified for their membership categories.

Membership dues are waived for the Club's Registered Agent and for the club's founding members.

Annual dues are assessed and payable on or before the first calendar day of the Club's fiscal year.

No member whose dues are not paid for the current year may vote.

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 by-laws, the Code of Ethics, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two

(2) members of the Club in good standing. Accompanying the application, shall be dues payment for the current year. Applicants who adopt a dog through the rescue program are not required to have further endorsements nor dues payment for the current year.

All applications are to be filed with the Membership Director **who will notify the rest of the board members with the personal information.** The name and address of each applicant, and adopter of a rescue dog: shall be published in the Newsletter. Correspondence concerning the applicants, other than adopters of a rescue dog, must be received by the Secretary within 30 days of publication in the Newsletter and be read and voted upon at the first meeting of the Board of Directors 30 days or more following the Newsletter announcement. Applicants shall be considered as provisional members at the time their names are announced in the Newsletter.

The Secretary shall present any and all correspondence received on the applicant. Majority vote of the Board of Directors present shall be required for election to membership.

Applicants for membership who have been rejected by the Club may not re-apply within six (6) 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.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 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 in **Article VIII** of these by-laws.

ARTICLE III MEETINGS AND VOTING

Section 1. Club Meetings. Meeting of the Club shall be held within the Greater Washington, DC area at such hour and place as may be designated by the Board of Directors. Written notice of each membership meeting shall be mailed via postal service and/or e-mail by the Secretary or published in the Newsletter at least 30 days prior to the date of the meeting. The quorum for such meeting shall be 10% of the members in good standing. The Club will meet a minimum of six (6) times per year which includes general membership and board meetings. All board meetings are open to the general membership.

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, and shall be called 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 within the Greater Washington, DC area, at such place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be

mailed by the Secretary or published in the Newsletter (send via First Class Mail) and/or email at least ten (10) days and not more than 30 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 meeting shall be 10% of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within the Greater Washington, DC area, at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed or emailed by the Secretary to the board or published in the Newsletter at least five (5) days and not more than 30 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 Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meeting shall be held within the Greater Washington, DC area, at such place, date and hour as may be designated by the person or persons authorized herein to call such meeting. Written notice of such a meeting shall be delivered via U.S.P.S. and/or email, or telephone by the Secretary, or published in the Newsletter, and to be received at least five (5) days and not more than 30 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 such meeting shall be a majority of the Board.

Section 5. Voting. Each member (18 and over) 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. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall be comprised of the President, Vice-president, Secretary, Treasurer, Membership Director, Program Director, Rescue Director and Hospitality Director elected as hereinafter provided. Election of the Board of Directors shall be annually for a term of one (1) year except for the Office of Treasurer which shall be for two (2) years, the procedure to be followed as set forth hereinafter 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 Board, and shall have the duties and powers normally appurtenant to the Office of President in addition to those specified in these by-laws.
- b) The Vice-president shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity and such other duties as the President of the Board may assign to the position.
- c) 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 and of all matters of which a record shall be

ordered by the Board. The secretary shall mail and/or email, within one week, complete copies of meeting minutes to each Board member. 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 as may be described in the by-laws. The Board may appoint one or more person to assist the Secretary in the performance of his/her duties.

- d) The Treasurer, who serves a two (2) year term elected in even years, shall collect and receive all monies due or belonging to the Club. He She shall deposit the same in a bank designated by the Board, in the name of the Club, two (2) board members signatures, either of whom shall be able to access the monies, are required. His/hers books shall at all times be open to inspection of the Board and he/she 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 he/she shall render an account of all monies received and expended during the fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- e) The Program Director shall be responsible for providing programs at various meetings. He/She shall distribute information prior and post regarding each program.
- f) The Membership Director shall process membership applications;

notify new members of their membership status; keep a roll of the members of the Club with their most current address information and provide a yearly copy of the same to all Board members with timely updates. A copy of the membership list will be provided to the Newsletter Editor along with timely updates to ensure that all members continue to receive the newsletter. He/She will provide information on breed issues, the Club, and dog related topics.

- g) The Hospitality Director shall coordinate the social events to promote good will and rapport among the members.
- h) The Rescue Director shall organize, manage and efficiently run the Rescue organization of the NECPV. This will include promoting the breed to garner new rescue homes; working with shelters; co-coordinating with other Elkhound and potentially other breed Rescue Groups; foster good practices and good homes through communications with the public, rescue owners, NECPV and the NEAA. The Rescue Director will manage funds assigned by the NECPV Board of Directors and will develop and communicate a rescue plan and updates.

Section 3. Vacancies. Vacancies occurring on the Board or among the offices during the Club's year shall be filled until the next annual election by a majority vote of all the current 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 the 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.

Article V

Registered Agent:

Section 1. Registered Agent. The Registered Agent for the Club in the District of Columbia shall initiate the preparation and maintain a completed copy by all Board Members of the Club's Two-Year Report for Non-Profit Foreign and Domestic Corporations. Report filing and fees are required to maintain the Club's non-profit, tax exempt status. The Club's agent must maintain an address and be a legal resident of the District of Columbia.

b) The Treasurer shall pay the Club's required filing fees for the District of Columbia's Two-Year Report for Non-Profit Foreign and Domestic Corporations by January 15th, every even year.

ARTICLE VI

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the first day of October and end on the last day of September. The Club's official year shall begin immediately at the conclusion of the elections at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of September/October at which time Officers and Directors for the ensuing year shall be elected in accordance with Section 4 of this Article. They shall take office October 1 and each retiring officer shall turn over to his

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 each office shall be declared elected.

- a) Committee shall nominate one (1) or more candidates for each office to be filled, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall before June 15, notify each member in writing or by publication in the Newsletter of the candidates so nominated.
- c) Additional nominations may be made by July 31 by any member in good standing, and endorsed by two (2) other members in good standing. No member may nominate themselves. The proposer shall present the Secretary with a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- d) The Secretary shall, on or before August 10, notify each member in good standing listing all of the nominees for each position in alphabetical order. If there are

multiple candidates for any office a mail ballot procedure will be used.

- (d1) Ballot procedure is as follows: ballot, marked ballot envelope and return envelope mailed to each voting members. Ballots will be marked placed in the ballot envelope and returned to the Secretary in the supplied envelope to be counted by the three (3) election ballot counters appointed by the President. The ballot counters shall count the eligible ballots. The results of the vote shall be announced at the annual meeting and placed in the newsletter.
- e) Nominations cannot be made in any manner other than as provided in this section.

ARTICLE VII COMMITTEES

Section 1. The Board may each year appoint the standing committees to advance the Club in such matters as specialty shows, obedience trials, performance events, 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. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice of the appointee, and the Board may appoint successors to those persons whose services have been terminated.

**ARTICLE VIII
DISCIPLINE**

Section 1. American Kennel Club 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25 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, 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board not less than three (3) weeks or more than six (6) 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/her own defense and bring witnesses if he/she wishes.

Section 3. Board Meetings. 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 suspend the defendant from all privileges of the Club for not more than six (6) 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/her 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 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charge and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. 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 IX
AMENDMENTS**

Section 1. Amendments to the by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 by the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. The by-laws may be amended by a 2/3 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 (2) weeks prior to the date of the meeting.

ARTICLE X DISSOLUTION

Section 1. Dissolution. The Club may be dissolved at any time by written agreement of 2/3 of the full membership. In the event of dissolution, other than for the purposes of reorganization, whether voluntary or otherwise, or by operation of law, none of the property or assets of the Club shall be distributed to any member of the Club, but, after payment of all debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE XI ORDER OF BUSINESS

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 Certificate of Incorporation, these by-laws

are any special rules of order the Club may adopt.

Section 2. 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
Reports of Committees
Election of Officers and Board (at Annual meeting)
Unfinished business
New business
Adjournment

Section 3. 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 last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment