



SILKEN WINDHOUND CLUB OF AMERICA CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be the Silken Windhound Club of America, hereafter referred to as SWHCOA.

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

- A. encourage and promote quality in the breeding of pure-bred Silken Windhounds and to do all possible to bring their natural qualities to perfection;
- B. encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- C. urge members and breeders to accept the Standard of the breed as approved by The International Silken Windhound Society (ISWS) as the only Standard of excellence by which Silken Windhounds shall be judged;
- D. do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition ***at all events held under AKC Rules and Regulations;***
- E. conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of The American Kennel Club.

SECTION 3. 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.

SECTION 4. 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 II

Membership

SECTION 1. *Eligibility.* There shall be four (4) (reference the Glossary, where definitions of membership types can be found) 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.

SECTION 2. *Dues.* Membership dues shall be paid upon joining and every year on that date until canceled. No member may vote whose dues are not paid in full on the date of said vote is held. Members will be notified with a statement of their dues for the ensuing year one (1) month prior to the renewal of their membership.

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 bylaws, and The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the board of directors or by secret vote of the directors by approved method of board communication. Affirmative votes of 2/3 of the directors present at a meeting of the board, or of 2/3 of the entire board voting remotely, shall be required to elect an applicant.

(A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a Regular Member).

An application which has received a negative vote by the board may be presented by one of the applicant's endorsers at the next board meeting [not to exceed 90 days] of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

Applicants for membership who have been rejected by the club may not reapply within 12 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 verifiable written notice to the Secretary; but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

- B. *by lapsing*. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after said member's membership expiration date. In no case may a person be entitled to vote whose dues are unpaid.
- C. *by expulsion*. A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

ARTICLE III

Members Meetings

SECTION 1. *Annual Meeting*. The annual meeting of the club shall be held in the month of August on a date, and hour designated by the board of directors. Notice of the annual meeting shall be sent by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

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 at a meeting of the board or who vote remotely; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the board of directors. Notice of such meeting shall be sent by the Secretary to each member at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted at that meeting. The quorum for such a meeting shall be 10% of the members in good standing.

ARTICLE IV

Board Meetings

SECTION 1. *Board Meetings*. The first meeting of the board shall be held within 14 days following the election. Other meetings of the board of directors shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or by a majority vote of the entire board. Notice of each such other meeting shall be sent by the Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.

SECTION 2. *Board Business*. The board of directors may also conduct business by telephone conference (including disciplinary hearings), or video conference or by any other method permitted by the laws of the state in which the club is incorporated. Items

voted upon by any method other than “in-person” meetings must be confirmed in writing by the Secretary within seven days.

ARTICLE V

Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the officers, all of whom shall be members in good standing and all of whom shall be elected for two (2)-year terms and shall serve until their successors are elected. Board members of SWHCOA may not hold office with ISWS and SWHCOA concurrently. General management of the club’s affairs shall be entrusted to the Board.

SECTION 2. *Officers.* The club’s officers, consisting of the President, Vice President, Recording Secretary, Corresponding 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 the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. The President will receive and sign any contracts executed on behalf of the club.
- 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. Secretaries:
 - a. Recording 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, maintain a list of motions, and carry out such other duties as are prescribed in these bylaws. The Recording Secretary will maintain records of all voting, and assist in elections by ensuring that each regular member is eligible to vote and votes only once.
 - b. Corresponding Secretary shall 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, keep a roll of the members of the club who are in good standing with their addresses, and carry out such other duties as are prescribed in these bylaws.
 - c. The same person may hold the offices of Recording Secretary and Corresponding Secretary. In this case, the board shall be comprised of 4 persons.
- 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 be bonded in such an amount as the board of directors shall determine.

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 a majority vote of the members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President until the next annual election.

ARTICLE VI

The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. *Financial/Fiscal Year.* The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Voting.* Each member in good standing whose dues are paid at the time of voting and has a tenure with the club of no less than three (3) months shall be entitled to one vote at any meeting or special meeting of the club at which the member is present.

At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and amendments to the constitution and bylaws, which shall be decided by secret ballot conducted in any manner provided for by the club that is in accordance with AKC policy. Proxy voting will not be permitted at any club meeting or election. The Board may decide to submit other specific questions for decision of the members.

SECTION 3. *Nominations and Ballots.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws.

A Nominating Committee shall be chosen by the Board on or before March 15th. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a chair for the committee and it shall be such person's duties to call a committee meeting.

- A. The Nominating Committee shall nominate from among the eligible members of the club, **at least one candidate** for each position on the Board, and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary on or before April 15th, who shall then mail the list, including the full name of each candidate, the name of the state in which he/she/they resides, and a bio expressing their qualifications and desire to be on the board to each member of the club on or before May 1st so that additional nominations may be made by the members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted and identify the eligible petitioners.
- B. Additional nominations of eligible members may be submitted by the membership via written petition addressed to the Secretary and received on or before June 1st signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her/their willingness to be a candidate. The written petition shall include the full name of the candidate, the name of the state in which he/she/they reside, and a bio expressing their qualifications and desire to be on the board. No person shall be a candidate for more than one position.
- C. If one or more valid additional nominations are received on or before June 1st the Secretary (or an independent professional firm designated by the Board) shall, on or before June 15th, send to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, and the bios for each nominee, together with an approved way to vote. If the Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm, the Board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership, and receive ballots for tabulation applicable to subsections "3c" and "3d". The inspectors of election (or designated professional firm) shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.
- D. Nominations cannot be made at the annual meeting or in any manner other than as provided above.
- E. Ballots must be received by the (tellers, committees, etc.) no later than July 15th. Ballots received after July 15th will not be counted.

SECTION 4. Annual Election. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. Any uncontested position should be automatically elected. If any nominee, at the time of the meeting, is unable to serve for

any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board in the manner provided by Article V, Section 3.

SECTION 5. *Club's Official Year.* The club's Official Year shall begin immediately at the conclusion of the election on August 1st.

ARTICLE VII

Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows (i.e.: field trials, obedience trials, etc.), 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 (i.e.: Bylaw Committee) 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 board upon written notice to 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 **any of** the privileges of The American Kennel Club shall be suspended from the privileges of this club 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. Written charges containing specific facts and signed must be filed with the Secretary together with a deposit, the amount to be established by the Board 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 two (2) weeks nor more than four (4) weeks thereafter. The Secretary shall promptly 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 the 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, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the 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 the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify the membership and each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall 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 IX Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws 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 three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended at any time, provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. The Secretary shall send to each member in good standing a ballot that shall specify a date not less than 30 days after the date received, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE X

Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ 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 unless otherwise prohibited by State Law.

ARTICLE XI

Order of Business

SECTION 1. 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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- Election of new members
- New business
- Adjournment

ARTICLE XII

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:

Regular (Individual) – enjoys all club privileges including the right to vote and hold office.

Household (Multiple) – up to two (2) adult voting members that may also hold office, and any additional individuals in the household would not have voting privileges. All individuals must reside in the same household.

Nonvoting/International – enjoys all club privileges except the right to vote and hold office. Individuals residing outside the US may apply for this membership.

Junior – open to children between the age of 13 and 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.

Quorum – Non-voting types of membership do not count toward determination of a quorum.