

CONSTITUTION

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ARTICLE I – NAME AND AFFILIATION

Section 1.

The name of the Club shall be the HOUSTON DACHSHUND CLUB.

Section 2.

The Houston Dachshund Club shall be affiliated with the Dachshund Club of America.

ARTICLE II – OBJECTIVES

Section 1.

The objectives of the Houston Dachshund Club are:

- a) To encourage membership by persons in and around the metropolitan Houston area interested in the breeding and responsible ownership of quality purebred Dachshunds and the furtherance of the breed;
- b) To develop and bring to perfection the breed's natural high qualities by adherence to the current breed standard;
- c) To do all in its power to protect and advance the interests of the Dachshund breed on the bench, in the field, and otherwise, by holding such specialty shows, field trials or other activities and performance events as seem justified under the rules and regulations of the American Kennel Club;
- d) 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 Dachshunds shall be judged;
- e) To demonstrate the preeminent qualities of the breed as a worker, protector, companion, and household pet.

Section 2.

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 3.

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. Membership shall consist of those 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 immediate area.

Section 2.

Types of Membership. There shall be three types of membership:

- a) Active Membership – Open to all persons 18 years of age or older who meet the eligibility requirements as stated above, and who satisfy the requirements for election to membership as stated in Section 3 of this Article. Active members shall be entitled to vote, hold elective or appointive office and participate in all deliberations and activities of the club.
- b) Associate Membership – Open to all persons under 18 years of age who manifest a sincere interest in the breed. Associate members enjoy all privileges of the Club except holding office.
- c) Honorary Membership – Will be bestowed upon those who have performed some meritorious or outstanding service in behalf of the Club. Honorary Members shall be exempt from the payment of annual dues. Honorary Members enjoy all privileges of the Club except voting or holding office.

Section 3.

Requirements for Election to Membership.

- a) Active Membership –
 - 1) Applications for membership must be submitted to the Secretary on forms prescribed by the club for review and consideration, including a signed copy of the Club Code of Ethics, and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of The American Kennel Club.
 - 2) Candidates for membership shall secure the endorsement of two members in good standing via two sponsors' questionnaires.
 - 3) Accompanying the application, the prospective member shall submit dues payment for the current year.
 - 4) Each applicant is expected to complete the requirements for membership as stated in Standing Policy.
 - 5) Candidates must be approved by three-fourths of the active members present and voting at a regular meeting to be accepted for membership.
 - 6) Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.
- b) Associate Membership – Applicants for Associate Membership shall meet all of the requirements as stated for General Membership, except in the case of annual dues, which shall be 50% of the Active Membership dues amount.
- c) Honorary Membership – Candidates for Honorary Membership must be nominated in writing by any member to the Secretary. Upon receipt of such nomination the Board of Directors shall review the qualifications of the nominee. A unanimous vote of the Board of Directors shall be required for election. Only one such membership may be bestowed per year, except a husband and wife may be bestowed an honorary membership in the same year.

Section 4.

Dues. The amount of the annual dues shall be established at an annual meeting as is necessary. The membership year shall be from January 1 to December 31. Each member will receive a written or electronic notice from the Secretary of annual dues postmarked or transmitted on or before December 31. Annual dues are payable to the Treasurer January 1st of each year, and any member who is arrears on January 31 shall have sent to him by the Secretary a notice of such arrears. Should dues remain unpaid for ninety days after January 1st, he shall be reported to the Board of Directors who shall determine what further action is to be taken.

Section 5.

Termination of Membership. Membership may be terminated:

- a) *By resignation.* Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each membership year. No part of the annual dues shall be refunded to a resigning club member.
- b) *By lapsing.* A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 90 days after the first day of the membership year, as noted in Section 3 above, however, the Board may grant an additional 90 days of grace to 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 V, Section 4 of these By-Laws.

ARTICLE II – CLUB YEAR / MEETINGS / VOTING

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 election 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 no later than January 31, at which Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated from the floor. 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.

Nominations. No person may be a candidate in a Club election who has not been nominated. No person may be a candidate for more than one position. Nominations cannot be made in any manner other than as provided in this Section.

Elections. The majority vote shall elect all offices and board members. Where there are more than two nominees and the leading candidate has not received a majority of all votes cast, a second balloting will be held immediately, limiting the nominees to the two highest. The three initial Board of Directors shall be elected from a maximum of not more than four nominations from the floor. The nominee receiving the greatest number of votes shall be elected for a term of three years, the nominee receiving the second largest amount of votes shall be elected for a term of two years and the nominee receiving the third largest number of votes shall be elected for a term of one year. In such succeeding years one new member shall be elected to the Board of Directors to serve for a term of three years.

Section 3.

Regular Meetings. Regular meetings of the Club shall be held in metropolitan Houston at such frequency, hour and place as may be agreeable to the membership, and shall be called by the President, upon approval by the Board of Directors, with at least ten days written or electronic notice to members sent out by the Secretary. Any business not reserved for special meetings may be transacted. If at any regular meeting there is not a quorum present, as provided for in Section 6 of this Article, the Board of Directors present at that regular meeting may conduct that meeting's business, with quorum requirements as outlined in Section 5 of this Article.

Section 4.

Special Meetings. Special meetings of the Club shall be called by the President, or by a majority vote of the Board of Directors, or upon written request of five Club members in good standing. Such special meetings shall be held in Metropolitan Houston, at such hour and place as may be designated by the person or persons authorized herein to call the meeting. Written or electronic notice of such meetings shall be mailed or electronically transmitted by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. A special meeting is called for the transaction of a specific item of Club business, the subject of which shall be stated in the notice. No other business shall come before that special meeting. A quorum for such a meeting shall be 50% of the eligible voting members. A regular meeting may be called to follow the adjournment of any special meeting provided that the notice requirement in Section 3 is met.

Section 5.

Board Meetings. Meetings of the Board of Directors shall be called as deemed necessary by the President or at the written request of any member of the Board, with not less than five (5) days notice to the Board members, and will take place at such frequency, hour and place as may be designated by the President or Board of Directors. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business, provided this includes the President or Vice-President.

Section 6.

Quorum. At all meetings of the Club, attendance of 10%, but no less than five (5) of the members in good standing shall constitute a quorum, with the exception of Board Meetings as provided for in Section 5 of this Article, and with the exception of Special Meetings as provided for in Section 4 of this Article. A quorum shall include either the President or Vice-President, and at least two other members of the Board of Directors.

Section 7.

Voting. Only members 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 III – OFFICERS / DIRECTORS

Section 1.

Board of Directors. The Board of Directors shall be comprised of the officers and three other persons all of whom shall be members in good standing. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2.

Officers. The Club's officers shall be: President, First Vice-President, Second Vice President, Secretary, and Treasurer, who shall be elected for a term of one year each at the Club's annual meeting and shall serve until their successors are elected, as provided for in Article III, Section 2. The officers 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 act as chief executive of the Club, preside at meetings, act as chairman of the Board of Directors, appoint such committee chairmen as may be deemed necessary in consultation with the Board of Directors, and otherwise perform all duties as are by custom, parliamentary practice and these By-Laws required of him/her.
- b) *The First Vice President*, in the case of the absence, disability or disqualification of the President, shall act in his/her capacity and otherwise perform all duties as are by custom, parliamentary practice and these By-Laws required of him/her.
- c) *The Second Vice President*, shall act in the absence of both the President and the First Vice President, as outlined in the duties of the First Vice President.
- d) *The Secretary* shall keep a record of all meetings of the Club, the Board of Directors, and all matters of which a record shall be required. He/she shall be responsible for the correspondence pertaining to Club business, shall notify members of meetings, shall advise the Board of the application status of pending members, shall notify new members of their election to membership, shall notify officers and directors of their election to office, shall maintain an accurate roll and membership list, shall be responsible for the correspondence pertaining to Club business and shall maintain a complete file, together with all important documents.
- e) *The Treasurer* shall be the custodian of all dues and other money belonging to the Club and shall deposit same in the name of the Club in a bank approved by the Board of Directors. Disbursement checks shall be countersigned by the President. The Treasurer shall make books indicating the financial condition of the Club open for inspection by the Board at all times, and he/she shall report at each meeting the condition of the club's finances, listing all items and receipts of payment not previously reported. At the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. An Auditing Committee appointed as provided for in these By-Laws in Article IV, Section 2 shall audit the Treasurer's accounts during the last month of the fiscal year and report their findings at the Annual Meeting.

Section 3.

Board Positions. The three remaining Board positions shall be chosen for three year terms, with one of the three positions elected on a three-year basis annually at the Club's annual meeting as provided in Article II, Section 2 and shall serve until their successors are elected.

Section 4.

Vacancies.

- a) Any vacancies occurring on the Board or among the offices during the year, except those of succession, shall be filled for the unexpired term of office by a majority vote of all the active members present and voting at its first regular meeting following the creation of such vacancy, 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 as provided for above.
- b) The office of any Officer or Board member missing three regular consecutive meetings may be declared vacant.

Section 5 [NJ law; I couldn't find anything similar in TX law...any lawyers that can help with this?]

Provided that the actions of the Officer(s) and or Directors were undertaken in furtherance of Club policies, and the individual(s) and or group acted reasonably and in good faith, the club shall defend, indemnify, hold harmless and otherwise reimburse these agents of the club for any action, claim or liability which may arise from the performance of their duties on behalf of the club. This defense, indemnification and reimbursement shall be done in accordance with N.J.S.A. 15A:3-4, as the same may be amended from time to time. In furtherance of the provisions of this section, the Club may, as it deems fit, procure insurance against any claims which may arise from the performance of the official duties of the above referenced officers.

ARTICLE IV – COMMITTEES

Section 1.

The President shall each year appoint all committees, subject to the final authority of the Board of Directors. These committees are to advance the work of the Club in such matters as specialty shows, field trials, obedience trials, trophies, education, membership and other fields that may well be served by committees. Special Committees may also be appointed by the Board to aid it on particular projects.

Section 2.

Auditing Committee: shall consist of three (3) members who shall examine the records of the Treasurer during the last month of each fiscal year and report its findings to the Club at the Annual Meeting.

Section 3.

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 services have been terminated.

ARTICLE V – 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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10. 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 interests 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 a hearing by the Board not less than three weeks nor more than six 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. Notification should be sent to the charging party advising that the Board of Directors has set a date for the hearing and that they may appear and bring witnesses as well.

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 the complainant and defendant, the Board may by a majority vote of those present provide a written reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or if it deems that the suspension 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.

- a) 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 for in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (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 and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then 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.
- b) Any officer of this Club may be expelled from office by two-thirds (2/3) majority vote of a quorum consisting of the current Board of Directors, when found guilty by such Board of Directors of conduct subversive of good morals or good business practices which in the opinion of the Board of Directors affects his/her efficiency as an officer or is contrary to the best interest of the club.

ARTICLE VI – AMENDMENTS

Section 1.

This Constitution and By-Laws amends and supercedes all previous Constitutions and By-Laws.

Section 2.

Amendments to this Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the President and signed by not less than five members 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 President.

Section 3.

The Constitution and By-Laws may be amended by a majority vote of the members present and voting at any meeting, either regular or special, where a quorum has been reached, and 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 VII – DISSOLUTION

Section 1.

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. 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.

ARTICLE VIII – 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 By-Laws and any other special rules of order the Club may adopt.

STANDING POLICY

MEMBERSHIP

1. Applications for membership must be submitted to the Membership Chairman on forms prescribed by the club, including a signed copy of the Club Code of Ethics, for review and consideration by the Board of Directors. An application fee of \$15 for a single membership, \$25 for two memberships residing in the same household, must accompany each application.
2. At the first regular meeting of the Club following receipt of the application and its recommendation by the Board of Directors, it is to be read and voted upon and affirmative votes of three-fourths ($\frac{3}{4}$) of the active members present and voting to be accepted for membership.
3. During the period in which his or her application is pending, each applicant is expected to attend at least three functions of the club, without the privilege of voting. Judgment of applicants will be in part based on their participation in club activities during the period of application. The period of application should not exceed one year.
4. Approval by 2/3 of the Board of Directors is needed to waive or change any Membership policy.

DUES

1. Membership dues shall be \$15 for a single membership, and \$25 for two memberships residing in the same household.
2. A late fee of \$5 will be charged for dues received after January 31st. Any exceptions will be determined by the Board of Directors to apply or waive the fee.

COMMITTEES

1. The events committees may include, but are not limited to, the following: Conformation Show, Field Trial.
2. Events committee chairmen are to ensure filing of all applications and other paperwork as needed; they shall also validate profit and loss accounting for the event with the Club Treasurer and create a detailed report as needed.
3. Events committee chairmen are to ensure compliance with parent club and AKC regulations.
4. Events committee chairmen are to ensure that the event site is secured.
5. Events committee chairmen are responsible for the completion of any other event-specific duties as needed.
6. The club committees may include, but are not limited to, the following: Membership, Auditing.
7. All committees and chairmen shall be reviewed and appointed on an annual basis by the President, each in a timely manner and in alignment with functional requirements.
8. Standing committees:
 - a) Bench Show Committee: consisting of Chairman, Assistant Chairman, Bench Show Secretary and the Board of Directors. This committee will be in direct charge of and responsible for all phases of the Club's sanctioned matches and dog shows.

BOARD OF DIRECTORS [DCNJ]

1. The President is authorized to expend, not to exceed \$50.00 for matters of club business, subject to approval by the Board of Directors
2. The Secretary is authorized to expend, not to exceed \$50.00 for necessary club business, subject to approval by the Board of Directors.
3. The Board of Directors may ask for the resignation from the Board of any Director who has not attended two consecutive meetings of the Board.
4. All Board of Directors policies can be adjusted by a 2/3 vote of the Board of Directors present.

ORDER OF MEETINGS [DCNJ]

1. Meetings of the Club may be held in metropolitan Houston on the third Thursday of each month at such hour and place as may be designated by the President.
2. The Order of Business will be as follows:
 - a) Call to Order
 - b) Minutes of last meeting approval
 - c) President's Report
 - d) Secretary's Report
 - e) Treasurer's Report
 - f) President's Report
 - g) Committee Reports
 - DCA
 - AKC
 - Federation
 - Region VI
 - TAC
 - Events (in order based on recency)
 - Specialty
 - Field Trial
 - f) Membership
 - g) Old Business
 - h) New Business
 - i) Adjournment

The Club Standing Policy is still a “work in progress”. Detailed information will continue to be added and voted on by members; we will be documenting different processes such as specific event chairman duties, election of judges for each type of event, etc. and will present them to the membership to be added as new Policies.