



HOUSTON DACHSHUND CLUB

Meeting Minutes – January 24, 2011

Meeting was called to order at 8:05PM by President Nancy Colson

Members attending: Roy & Janice Keith, Karen & Tom Murray, Sandi Myers, Ken Hagmueller, Kellye Slatton, Mary Galvan, Janice Finney, Judy Walker, Joyce Young, Patricia Mims, Carl Holder.

Guests attending: Mark & Melissa Sworab, Thelma Garcia

Annual Elections were held and nominations were taken from the floor as directed by the Houston Dachshund Club Constitution & By-Laws.

Nominations were as follows:

President: Nancy Colson, Nominated by Karen Murray and
Seconded by Ken Hagmueller

Vice President: Elizabeth Ellis, Nominated by Karen Murray and
Seconded by Ken Hagmueller – Elizabeth was not in attendance but
Karen submitted an email from her stating that she would accept the
nomination.

Secretary: Patricia Mims, Nominated by Karen Murray and
Seconded by Ken Hagmueller

Treasurer: Karen Murray, Nominated by Ken Hagmueller and
Seconded by Patricia Mims

Board Position: Joyce Young, Nominated by Karen Murray and
seconded by Mary Galvan

No other nominations were made from the floor. Ballots were passed out to the members in attendance and counted by Carl Holder. Thirteen (13) votes were received in favor of the nominated slate with no dissenting votes. The slate was elected.

Treasurer's Report:

Given by Nancy Colson – bank balance is \$****.** CD's are located at Chase Bank. The necessary steps to get the new signatories set up after the elections will be taken care of soon.

New Business:

Discussion was had on meetings and President Nancy Colson stated that we do need to have more frequent meetings. We hope to plan a meeting in February. Given the completion of the road construction on I10 China View is now an excellent choice again for meeting locations since we can get a quiet room where meetings can be held without disruption.

Ken Hagmueller suggested we look into setting up a yahoo group for our club so that we can have ease of communication and a place not accessible to the general public to store our club policies and procedures.

Audit of Financial Records: President Nancy Colson appointed a committee of Janice Finney, Patricia Mims and Kellye Slatton to audit the clubs financial records and prepare for hand over of the records to the new Treasurer.

Show Chair for the 2012 Conformation shows will be assigned at our next meeting.

President Nancy Colson appointed a Field Trial Committee for 2011 events. Ken Hagmueller, Nancy Colson, Trish Mims, Kellye Slatton and Gloria LaTour.

President Nancy Colson will discuss with Gloria LaTour if she wishes to continue to do the job of Trophy Chairman and appoint a successor if necessary.

Old Business:

Janice Finney submitted four binders prepared to help our club function more efficiently. She and her policy review committee prepared a Presidents Binder, Show Chairman Binder, Trophy Chairman Binder and one other to help detail and organize the responsibilities of these positions.

Mary Galvan mentioned her proposal on putting legislative update information on the club website. She would like the matter to be addressed or dropped completely. Carl Holder explained that our club tax status is 501C7. We are not allowed to participate in any legislative activity of any kind without jeopardizing our status. He explained why organizations such as AKC with a different tax status have different rules about what they can and can't put on their websites with regard to any kind of legislative activity. He strongly suggested that we avoid any possible gray area such as putting legislative information on our website. We already have a link to the AKC legislative alert section on their website and he did say that this would be OK for us to do.

Carl Holder, President of DCA was in attendance to give a talk on "Articles of Incorporation, ByLaws, State Laws, Confusion, Standing Rules & Rules of Order?????" The notes from his presentation are attached.

There is a lot of information on www.irs.gov website that pertain to our type of organization and what we can and can't do.

Crys & Brags

Joyce Young – Tribble is doing great at 12 years of age!

Sandi Myers – Tali placed in 7 of his last 8 trials and is now in the "I only need a 1st" club.

Cyan and Skye had a puppy – six weeks old now – Miss Moon

Janice Finney – Now has Grand Ch Ozo's Manmars Rock Solid Rhythm ML

Nancy Colson –

Ch. DoRae Solo Maxim - Max- Group One from the classes for 4 points - finished the next day going variety over a Special again and getting a Group 2.

DoRae Showstopper - Jazz - The kidnapped and returned whippet puppy - Breed over four specials two days in a row - Best in Show-Puppy and Group 2 from the classes

Trish Mims – had a litter on Dec 14, 2010 – the first in five years.

Crys Brags and Raffle earned \$51

Respectfully Submitted
Patricia Mims

Articles of Incorporation, Bylaws, State Laws, Confusion, Standing Rules, & Rules of Order??

Corporate Charter: This document is called different names in different states (articles of incorporation, articles of association, certificate of incorporation, etc.). Some reasons why to incorporate are to protect the organization's name within the state, hopefully protect the members from personal liability when acting on behalf of the organization (there is no absolute protection against someone bringing a suit against you), and the corporation usually has perpetual life.

Articles of incorporation should have the minimum information required by law.

Non-Profit Organization (NPO) (also known as a not-for-profit): this is an organization that does not distribute its profits to members, but uses the profits to further the objectives of the organization.

State Laws for Non-Profit Organizations

State laws provide many mandatory provisions that should be in your bylaws. If there is a section within the bylaws that is in conflict with state law, the section within the bylaws is null and the state law takes precedence. Non-profit state laws prescribe many mandatory provisions that must not be in conflict with bylaws.

Some Legal Responsibilities for Directors and Officers

Directors cannot abdicate their responsibility to be in charge and to direct.

Directors must make certain the organization is operating within a legal framework.

Directors have a legal responsibility for the protection of all assets.

Directors must validate all major contracts by giving and recording formal approval.

Directors must attend most board meetings, not just on occasion. Absence from a board meeting does not release the director from responsibility for decisions made.

Bylaws

State non-profit laws refer to bylaws not constitutions.

Mandatory provisions within state non-profit laws should be incorporated into the bylaws.

An example of a preamble at the beginning of the bylaws:

These Bylaws are subject to, and governed by, the Texas State Non-Profit Corporation Act and the Articles of Incorporation of (name of organization). In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas State Non-Profit Corporation Act, the Texas State Non-Profit Corporation Act will be controlling.

Bylaws must be written in a manner where there is no room for interpretation. Bylaws contain characteristics that pertain directly to the organization: objectives, member types, a board if needed and their requirements, meetings, parliamentary authority, etc.

Bylaws cannot be suspended but can be amended.

Rules of Order

Rules of order are written rules of parliamentary procedure. Robert's Rules of Order, Newly Revised, is a parliamentary manual that contains parliamentary procedures.

An organization is allowed to name a parliamentary manual as their parliamentary authority such as Robert's Rules of Order, Newly Revised.

The parliamentary authority that is adopted by an organization becomes binding upon the organization.

Some rules of order can be suspended temporarily with a 2/3 vote.

Standing Rules

In a parliamentary sense, standing rules do not have any association with parliamentary procedures (rules of order).

Standing rules are administrative. Having a set hour at what time the organization's regular meetings will convene is an example of a standing rule in parliamentary terminology.

Standing rules can be suspended for an entire meeting, amended, and rescinded without previous notice by a majority vote.

Please remember that State Laws, Articles of Incorporation, Bylaws, and Rules of Order are all legally binding.

Carl Holder