

# **United States Schipperke Club, Inc.**

**(Revised February 22, 2018)**

## **ARTICLE I**

### **Name and Objectives**

#### **Section 1. Name**

The name of the Club shall be the United States Schipperke Club, Inc. and hereafter be referred to as the Club.

#### **Section 2. Objectives.**

The objectives of the club shall be to Preserve, Protect and Promote purebred Schipperkes in the United States:

- a. **Preserve:** To gather and maintain information on the heritage, development and purposes of the Schipperke. To encourage responsible breeding to maintain the highest standards of the breed as set forth in the Breed Standard.
- b. **Protect:** To insure the safety of purebred Schipperkes through strict adherence to high standards of care and condition; to guard them against disease, loss, theft, misuse and abuse.
- c. **Promote:** To educate the public on the exemplary characteristics of the Schipperke, through the conduct of sanctioned and licensed specialty shows and performance events under the rules of event sanctioning organizations such as the United Kennel Club.

## **ARTICLE II**

### **Operation of the Club**

#### **Section 1. Non-Profit Status**

The club shall not be conducted or operated for profit and no part of any income or remainder or residue from dues or donations to the club shall ensure to the benefit of any member or individual. The United States Schipperke Club was incorporated under the laws of the state of Delaware and is a Federal Income Tax exempt organization operating under Section 501(c)(3) of the Internal Revenue Code.

## **Section 2. By-Laws**

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 of the United States Schipperke Club, Inc.**

## **ARTICLE I Membership**

### **Section 1: Eligibility.**

**1. Regular membership** shall be open to all citizens of the United States, eighteen years of age and older with a demonstrated involvement with the sport of dogs, and who subscribe to the objectives of this club as set forth in the foregoing Constitution.

**2. Associate membership** shall be open to persons who are not citizens of the United States, but who are similarly involved with the sport of dogs, and who subscribe to the objectives of the Club. Associate members shall be entitled to all privileges of regular members except for the right to serve as an elected official.

**3. Junior memberships** may be established and limited to applicants from twelve to eighteen years of age, who shall have all membership privileges except the right to vote and hold office. A junior member in good standing who reaches 18 years of age may be admitted to regular membership by a simple majority vote of the club's Board of Directors, effective on the 18th birthday, with regular dues becoming effective on the first of January following that birthday.

From time to time, the club may grant honorary membership to an individual who has rendered meritorious service to the club or to the Schipperke breed. Such membership shall be based upon nomination by the Board of Directors, acceptance by the prospective honorary member and election by a simple majority of the members present at any regular meeting, provided that notification of the nomination and acceptance is made to the membership with the notice of that meeting. Honorary members shall be exempt from all

dues and fees and shall enjoy all the privileges of regular membership except the right to vote or hold office in the club.

No person shall be denied membership for reasons of race, creed, sex or national origin.

## **Section 2: Dues**

Membership dues shall be determined by a two-thirds affirmative vote of the Board of Directors and shall be payable on or before January 1 of each year. No member may vote whose dues are not paid for the current year.

On or before November 1, the treasurer shall send to each member a notice of his dues for the ensuing year, and a form will be placed into the newsletter. Any new member being voted into the Club after September 1st shall be extended to the end of the following year.

## **Section 3: Application for Membership**

Each applicant for membership shall apply on a form approved by the Board of Directors. This form shall contain a summary of the applicant's involvement with the sport of dogs; and a statement that the applicant agrees to abide by the club's constitution, by-laws, and Code of Ethics. The application shall carry the endorsement of two members of the club in good standing. Accompanying the application, the applicant shall submit dues in payment for the ensuing year as well as any administrative processing fee set by the Board.

All applications are to be filed with the Membership Chair and shall be delivered promptly to the Board of Directors for consideration. A copy of the "Membership Application" as well as all money shall be sent to the Treasurer within 30 days of member's approval.

The applicants name and bio shall be sent by the Secretary to the membership via any electronic means necessary, requesting any reason that the applicant should not be voted in as a member. If after 7 (seven) days there is no response from the membership an affirmative vote of two-thirds of the Board of Directors shall be sufficient to elect the applicant.

Applicants for membership who have been rejected by the club must wait six (6) months before re-applying.

Revise Sec 3, Para 3 to go to Board

## **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, but no member may resign while still in debt to the club. Dues obligations are considered a debt to the club and they become incurred on the first day of each fiscal year.

b. **by lapsing:** A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 31 days after the first day of the fiscal year. However, the Board may grant an additional 31 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 the meeting.

c. **by expulsion:** A membership may be terminated by expulsion as provided for in Article VI of these by-laws.

d. **dog fighting:** Any member known to: promote, support, or raise dogs for fighting; knowingly sell, give, or trade dogs that will be used by fighting; condone or be associated with the facing off, game testing, rolling or pitting of dogs will have their membership immediately revoked. The member will be reported to the United Kennel Club and all other sanctioning organizations for disciplinary action as well.

## **ARTICLE II Meetings and Voting**

### **Section 1: Annual Membership Meeting**

The annual membership meeting shall be held during the club's yearly Specialty. An electronic and/or written notice of the time and place of the annual membership meeting shall be sent to all members by the Secretary at least 60 days prior to the date of the meeting.

A quorum for such meetings shall be 10 percent of the regular 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 and voting at any regular or

special meeting of the Board or shall be requested by the Secretary upon receipt of a petition signed by 10 percent of the Club's members who are in good standing. Such meeting to be held within forty-five (45) days of the receipt of the petition. All such meetings shall be held at a time and place designated by the Board of Directors. Notice of such meeting shall be delivered by mail or electronic means by the Secretary to the membership at least twenty-one (21) days, and no more than thirty (30) days, prior to the meeting. The notice of the meeting shall state the purpose or purposes of the meeting, and that no other Club business may be transacted.

The quorum for such a meeting shall be a majority of the board and three-quarters (3/4) of those members having signed the petition.

### **Section 3: Board Meetings**

Board of Director Club meetings are to be held monthly via Skype or other electronic means at a date and time designated by the President, with the consent of a majority of the board.

The secretary will notify all board members of the date and time seven (7) days in advance of the meeting.

A quorum shall be a majority of the board.

### **Section 4: Special Board Meetings**

Special meetings of the Board of Directors may be called by the President or may be requested by the secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held via Skype or other electronic means at such date and hour as may be designated by the person authorized herein to call such a meeting.

Electronic and/or written notice of such meeting shall be sent by the Secretary at least seven (7) days prior to the date of such a meeting. Any such notice shall state the purpose of the special meeting and no other business shall be transacted thereat.

A quorum for such a meeting shall be a majority of the Board.

### **Section 5: Emergency Board Meetings**

An Emergency Board Meeting may be called by the President. This type of meeting is only convened when a true emergency arises, and the board of directors cannot wait the 7 (seven) day notice period to meet.

This emergency meeting shall deal with no other club business. A quorum for such a meeting shall be a majority of the Board.

**Section 6: Voting**

Each member in good standing whose dues are current shall be entitled to one vote either in person or through written ballot on any issue required by the Club. Proxy voting will not be permitted at any club meeting or election.

**ARTICLE III  
Directors and Officers**

**Section 1: Board of Directors**

The Clubs governing body is its Board of Directors, pursuant to Article IV of these by-laws. General management of the club's affairs shall be entrusted to the Board of Directors. From time to time the Board may recommend expansion of the Board to charter committees if the level of club business requires it.

The composition of the Board shall consist of (4) four Officers and (3) three board members.

**Section 2: Officers**

The club's officers, shall consist of the President, Vice-President, Secretary and Treasurer, who shall serve in their respective capacities with regard to both 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 any duties particularly specified in these by-laws.
- 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.** The 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. In the capacity of Secretary, he or she shall have charge of correspondence, notify members of meetings, notify new members

of their membership confirmation, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these by-laws.

**d.** The Treasurer shall collect and receive all monies due to the club and shall deposit same in a bank designated by the Board in the name of the club. The Treasurer's books shall at all times be open to inspection by the Board, and the Treasurer shall report to the Board at every meeting on the condition of the club's finances and every item of receipt or payment not before reported. The Treasurer shall pay the annual franchise fee to the State of Delaware to maintain the club's incorporation status in good standing. The Treasurer shall maintain all records required for and file all such forms as necessary, to maintain the club's non-profit status with the IRS. The Treasurer will keep a copy of the member applications.

At the first club meeting of each calendar year, he or she shall render an account of all monies received and expended during the previous year. The Treasurer will give a monthly report of expense, income and balance.

### **Section 3: Terms of Office**

Each Officer and Board Member shall be elected for a one-year term.

### **Section 4: Vacancies**

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next election by a majority vote of all the remaining 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 5: Indemnity**

The Club shall indemnify its directors and officers against all expenses and liabilities. Including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made party, or in which they may become involved, by reason of them being or having been a director or officer of the Club. The exception to this would be willful recklessness or malicious intent that can be proven of that director or officer.

## **Section 6: Audit**

The Board of Directors shall cause an annual audit of the Treasurer's records to be performed by two club members qualified to review the records. Once the audit has occurred and has been approved as complete and correct, the Treasurer is relieved from the responsibility of the past.

## **ARTICLE IV The Club Year, Elections**

### **Section 1: The Club Year**

The club's fiscal and official year shall begin on the first day of January and end on the thirty-first day of December.

### **Section 2: Election of Officers and Board Members**

The election of Officers and Board Members will take place during the month of November, and the newly elected officials shall take office on the first of January of the following year. Each retiring officer shall turn over to his successor if any, all properties and records relating to that office within 30 days after the election.

### **Section 3: Nominations**

Any nominee must be in good standing with the Club. No person may be a candidate in a club election who has not been nominated. During the month of May, the board shall select a Nominating Committee consisting of three members and two alternates. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the Committee and it shall be his or her duty to call a committee meeting which shall be held before July first. This meeting may be conducted by telephone conference call, or other electronic means such as Skype.

**a.** The Committee shall nominate one candidate for each office and board position to be filled and, after securing the consent of each person so nominated, shall immediately report the nominations to the Secretary in writing or by email.



**b.** Upon receipt of the Nominating Committee's report, the Secretary shall, before September first, notify each member by electronic means or in writing of the candidates so nominated.

**c.** Additional nominations may be made to the Secretary by USPS mail or email by any member, provided that the person so nominated accepts the nomination in writing, and that such acceptance accompanies the nomination. Additional nominations made pursuant to this provision must reach the Secretary by the fifteenth of October. No person may be a candidate for more than one position.

**d.** Nominations cannot be made in any manner other than as provided for in this section.

#### **Section 4: Elections**

**a.** A ballot containing the name and brief resume of each candidate will be mailed to the membership by November 15<sup>th</sup>.

**b.** The completed ballot must be returned to the Secretary by December 15th.

**c.** The nominated candidate receiving the greatest number of votes for each officer position or available Board position shall be considered elected.

**d.** A tie vote - If there is a tie between 2 candidates, a revote will be done electronically.

**e.** If no additional nominations are received the Board will approve the nominated slate of candidates at the scheduled meeting, and notification will be sent out to all members.

### **ARTICLE V Committees**

#### **Section 1: Standing Committees**

The Board may each year appoint standing committees to advance the work of the club in such matters as specialty conformation shows, 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: Terminations**

Any committee established may be terminated by a majority vote of the full Board upon written notice to the appointees, and the Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI Discipline**

### **Section 1: Suspension from Good Standing**

Any member who is suspended from the privileges of the United Kennel Club, or any other recognized sanctioned organization, shall be required to show cause why such a suspension should not also be applied to the privileges of this club for a like period.

A majority of the Board of Directors shall make that determination.

### **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 \$50 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 such conduct, 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 not less than 3 weeks nor more than 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 own defense and bring witnesses if he wishes.

### **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 complainant and defendant, the Board may, by a majority vote of all Board members take any of the following actions:

- a.** Recommend to the club members that the defendant be expelled from the club.
- b.** Suspend the defendant from all privileges of the club for not less than thirty days or more than six months, beginning from the date of the hearing;
- c.** Publicly reprimand the defendant in writing, a copy of such letter to be available to all members;
- d.** Admonish the defendant in writing, a copy of such letter to be provided only to all Board members and,
- e.** In conjunction with any of the above actions the Board may levy a fine of from \$50 to \$500 to be paid to the club before reinstatement to good standing.

In the case of a recommendation for expulsion, the defendant's right to a written plea to his fellow members before a secret ballot is taken to consider the Board's recommendation shall not be denied. 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 decisions and penalty, if any.

### **Section 4: Expulsion**

Expulsion of a member from the club may be accomplished only by secret ballot of the membership, following a Board hearing and upon the Board's recommendation as provided in Section 3 of this article. Such expulsion vote shall occur 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 contacting the membership in writing in his own behalf. -The President shall prepare in writing the charges and the Board's findings and recommendations, and shall invite the defendant, if desired to contact the membership in writing in his own behalf.

The membership shall receive a ballot along with a written copy of the charges and the board's recommendations. Included, if provided, any written rebuttal from the defendant. The members will then vote by secret written ballot on the proposed expulsion and return their ballots to the Secretary in the envelope provided. A two thirds vote of those members voting shall be necessary for expulsion. If expulsion is not approved, any remaining actions by the board shall stand.

## **ARTICLE VII Amendments**

### **Section 1: Proposals**

Amendments to the Constitution and these bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent of the membership in good standing.

Amendments to the constitution or by-laws proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendation of the board, by the Secretary for a vote within three months of the date the petition was received by the Secretary. The Board of Directors shall set up a By-Laws Committee to review the entire by-laws every three (3) years whether or not amendments or changes have been suggested or proposed by the members.

### **Section 2: Procedure.**

**1.** The constitution and by-laws may be amended at any time provided a copy of the proposed amendment has been either mailed or sent electronically by the Secretary to each member in good standing. A ballot will be mailed to all members in good standing on which they may indicate their choice for or against the action to be taken. A notice with such ballot shall specify a date within thirty (30) days after the date of mailing by which the ballots must be received by the Secretary or an independent party as designated by the Board. An amendment shall be approved by a two thirds affirmative vote of the returned ballots.

**2.** The Breed Standard may be amended only by the UKC. The Board may make suggestions to the UKC concerning the breed standard.

## **ARTICLE VIII Dissolution**

### **Section 1: Dissolution**

The club may be dissolved at any time by the written consent of not less than two thirds 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 IX Parliamentary Authority**

### **Section 1. Authority**

The rules contained in the current edition of The Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these by-laws, the statutes of the state of incorporation and any other special rules of order the club may adopt.

## **ARTICLE X Order of Business**

### **Section 1: Club Meetings**

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 the President
- Report of the Vice-President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business

Adjournment

## **Section 2: Board Meetings**

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

Minutes of the last meeting  
Report of the President  
Report of the Vice-President  
Report of the Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished business  
New business  
Adjournment.