

GIANT SCHNAUZER CANADA CONSTITUTION AND BY-LAWS

1. NAME OF CLUB

- 1.1 The name of the Club shall be "Giant Schnauzer Canada".
- 1.2 The area of operation is all of Canada.

2. OBJECTS

- 2.1 The objects of the Club shall be:
 - a) To encourage and promote quality in the breeding of pure-bred Giant Schnauzers and to do all possible to bring their natural qualities to perfection.
 - b) To urge members and breeders to accept the standard of the breed as approved by The Canadian Kennel Club as the premier standard of excellence.
 - c) To assist and advise all Giant Schnauzer owners.
 - d) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at conformation shows, tests, and obedience trials.
 - e) To conduct sanctioned and approved events under the rules of The Canadian Kennel Club and to abide by the principles of The Canadian Kennel club Code of Ethics.
 - f) To sponsor a Giant Schnauzer National Specialty each year within a regional area with the option of holding a Regional Specialty.
 - g) To encourage events which promote the proper temperament, versatility, and conformation of the Giant Schnauzer, including but not limited to specialty shows, obedience trials, agility, herding, water and carting trials.
 - h) The Club shall be operated on a non-profit basis. Any resulting surplus shall not be used to the benefit of any member of the club.
 - i) 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 objects.

3. MEMBERSHIP

3.1 **Membership Year**

Membership in the Club shall be based on the calendar year.

3.2 **Eligibility**

Membership shall be open to all persons eighteen years of age and older who are in good standing with The Canadian Kennel Club and who subscribe to the purposes of this Club.

3.3 **Types of Membership**

There shall be two types of membership.

- a) Regular Primary Member - This is a single membership with full payment of dues, one vote being allowed, and receiving one newsletter.
- b) Regular Secondary Member - This is a single membership in the same household as a primary membership. Payment of ½ the yearly dues is required. One vote is allowed but no newsletter is received.

3.4 **Dues**

Membership dues shall be payable by January 1st of each year. During the month of September, the Secretary shall notify each member that the dues for the ensuing year are payable.

3.5 **Application for 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 this constitution and by-laws and the rules of The Canadian Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of one member. Accompanying the application, the prospective members shall submit dues payment for the current year.

3.6 Approval of Membership

New applicants will be published in the Club Newsletter for comment. Applications shall be approved by the Board of Directors and the names of the new members shall be published in the next issue of the newsletter.

3.7 Rejection of Membership

Any applicant who has been rejected must be provided in writing with a reason for such rejection.

3.8 Termination of Membership

a) Memberships may be terminated as follows:

1) Resignation. Any member in good standing may resign from the Club upon providing written notice to the Secretary.

2) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year.

3) Expulsion. A membership may be terminated by expulsion as provided in Section 11 of these by-laws.

3.9 Voting Privileges

An individual must be a member for one full year prior to being granted voting privileges. Unpaid membership dues shall constitute denial of voting privileges.

4. GENERAL MEETINGS

4.1 Annual General Meeting

The Annual General meeting of the Club shall be held during the weekend of the National Specialty at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 60 days prior to the date of the meeting. The quorum for the annual meeting shall be 25% of the voting membership, all of whom must be in good standing with the Club. All reports, financial and otherwise, shall be presented at the annual meeting.

4.2 Special General Club Meetings

a) The Board may call a special general meeting of the Club at any time by providing such notice to the membership.

b) The Board is obligated to call a special general meeting upon the Secretary receiving formal request. Such request must be signed by at least 25% of the voting members in good standing and must specify the business to be transacted at such meeting.

c) Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 30 days and not more than 45 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. The quorum for such a meeting shall be 25% of the voting members in good standing.

4.3 Board Meetings

Meetings of the Board of Directors shall be held at such times and places as are agreed to by a majority vote of the Board. The Secretary shall notify each member of the Board of such meetings at least 30 days prior to the date of the meeting.

- a) The quorum for a Board meeting shall be a majority of the Board voting in person or by mail.
- b) The Board of Directors may conduct its business by mail or electronic means.

5. BOARD OF DIRECTORS

5.1 The Board

The Board of Directors shall be comprised of the Officers (President, Vice-President, Secretary, Treasurer or combined Secretary/Treasurer) who are residents of Canada plus a minimum of four (4) Directors representing a minimum of four (4) of the six (6) regions across Canada; the six (6) regions being: British Columbia, the Prairie Provinces (Alberta, Saskatchewan, Manitoba), Ontario, Quebec, Atlantic Provinces and the Yukon and Northwest Territories. All of whom must be members in good standing with the Club and The Canadian Kennel Club. No more than three (3) Directors may be elected from any one region and Directors must reside in the region they represent. Directors must be elected by members residing within the region they represent. They shall be elected for one term as provided and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted the Board of Directors.

5.2 Officers

The Officers of the Club shall be the President, Vice-President, Secretary and Treasurer or combined Secretary/Treasurer). All must be residents of Canada and members in good standing of The Canadian Kennel Club.

- a) The President shall chair all Board and General meetings of the Club and shall have such duties and responsibilities as specified in these by-laws.
- b) The Vice-President shall assume the duties and exercise the responsibilities of the President upon the direction of the President or in such case, as the President is unable to carry out the duties and responsibilities of the President.
- c) The Secretary shall keep a record of all Board and General meetings of the club and of all votes taken in the order of business. The Secretary shall receive and send correspondence on behalf of the club to 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 current members of the Club complete with addresses and telephone numbers and carry out such other duties as are prescribed in these by-laws.
- d) The Treasurer shall collect and receive all revenues of the Club and shall deposit same in a club bank account as approved by the Board, in the name of the Club. The books of the Club shall be open to inspection by the Board at any time and a financial report shall be provided at every meeting of the Board and every annual general meeting of the Club. The financial records of the Club shall be the property of the club.

5.3 Vacancies

Should a vacancy occur on the Board, the Board may appoint a member of the Club to fill the vacancy. Should a vacancy occur in the office of President, such vacancy shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board.

5.4 Terms of Office

The elected Officers and Directors shall take office on January 1st of the year following the election. Each of the former Board members shall turn over to his successor in office, all properties and records relating to that office by January 1st of the new term.

6. CLUB YEAR

6.1 The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

7. FINANCES

7.1 The Club shall have a separate and independent bank account in the name of the Club and all cheques drawn from the Club account must have the signature of a minimum of two officers and naming the office. The two signing officers are either President, Vice-President or Treasurer.

8. VOTING

8.1 At the Annual General Meeting or at a Special General 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 Directors and amendments to the Constitution and By-laws (and standard for breed) which shall be decided by written ballot. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot.

9. ELECTIONS

9.1 Ballots

The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary (or an independent individual or firm designated by the Board) by December 15th. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot and who shall be chosen (in advance by the Board). (Provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots). The person receiving the largest number of votes from each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and vacancy so created shall be filled by the new Board of Directors in the manner provided by Section 5.3.

a) Officers - The officers of the Club shall be elected by the members of the club.

b) Directors - The Directors of the club shall reside in the region which they represent and must be elected by the members in that region.

9.2 Nominations

a) No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before July 1st. The Committee shall consist of three members from different areas of Canada, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a Chairman for the Committee. The Nominating committee may conduct its business by mail.

- b) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the board of Directors and shall procure the acceptance of each nominee so chosen. The committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the province and region in which he resides, to each member of the Club on or before October 1st, so that additional nominations may be made by the members if they so desire.
- c) Additional nomination of eligible members may be made by written petition addressed to the Secretary and received at his regular address on or before November 1st, signed by two members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.
- d) If no valid additional nominations are received by the Secretary on or before November 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- e) If one or more valid additional nominations are received by the Secretary on or before November 1st, he (or an independent individual or firm designated by the Board), shall, on or before November 15th, mail to each member in good standing a listing all of the nominees for each position in alphabetical order, with the names of the province or region in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or an independent individual or firm designated by the Board) marked "Ballot" and bearing the name of the members to whom it was sent. So that the ballots may remain secret, each voter, after making his ballot, shall seal it in the blank envelope which in turn shall be place in the second envelope addressed to the Secretary (or an independent individual or firm designated by the Board). Ballots, to be valid, must be received by the Secretary (or an independent individual or firm designated by the Board) by December 15th. The inspectors of election (or an independent individual or firm designated by the Board) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelope, and shall certify the eligibility of the voters as well as the results of the vote which shall be announced by written notification to all members.
- f) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

10. COMMITTEES

10.1 Standing Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as Conformation shows, agility trials, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to total final authority of the Board. Ad hoc committees may from time to time be appointed by the Board to aid the Board with specific projects.

10.2 Committee Appointments

Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

11. DISCIPLINE

11.1 Canadian Club Suspension

Any member who is suspended, debarred, expelled or deprived of privileges from the privileges of The Canadian Kennel Club automatically shall be suspended from the privileges of this club for a like period.

11.2 Complaints

- a) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written complaints containing details of the alleged misconduct must be filed in duplicate with the Secretary together with a deposit of \$100 which shall be forfeited if the defendant is found guilty at a hearing of the Board or of a committee duly appointed for this purpose.
- b) The Secretary upon receiving such a complaint, within 30 days shall forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant and each member of the Board or appointed committee.
- c) The hearing date shall be set no later than 90 days from date of receipt of the complaint. If the hearing is held by the Board, a minimum of four (4) members of the Board must be present. In the event that the hearing is held by a committee, at least a majority of the appointed committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these By-laws.

11.3 Hearing

The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of those present, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision within 30 days of the decision.

11.4 Expulsion

- a) Expulsion of a member from the Club shall be accomplished at an Annual General Meeting of the club following a proper hearing and upon the recommendation of the Board or Committee being provided as stated in Section 3 of this Article. The President shall read the complaint and report the findings and recommendations of the Board or appointed committee, and shall invite the defendant, if present, to speak on his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion.
- b) At the discretion of the Board, expulsion may also take place by mail-in vote consisting of a 2/3 majority of all eligible voting members in favour of expulsion. Proxy voting is not permitted.

12. AMENDMENTS

12.1 Proposal for Amendments

Amendments to the constitution, the by-laws and breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by ten members in good standing. Amendments proposed by such petition shall be considered by the Board of Directors at the next regular meeting and must subsequently be presented to the Board within ninety days (90) of the date when the petition was received by the Secretary.

12.2 **Amendment by Vote**

The constitution, by-laws, and breed standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. Dual-Envelope procedures shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. In the case of breed standards, a two-thirds (2/3) majority vote of those eligible voting members who have voted is required to affect an amendment. For constitutions and by-laws a two thirds (2/3) majority vote of all eligible voting members is required. Voting by proxy shall not be permitted.

12.3 **Canadian Kennel Club Approval**

No amendment to the constitution, by-laws, breed standard shall become effective until it has been approved by The Canadian Kennel Club.

13. **DISSOLUTION**

The Club may be dissolved at any time by providing to the CKC, written documentation signed by at least 2/3 of the members of that club who are in favour of this decision. Proxies are not permitted. In the event of the dissolution of the Club, other than the purposed 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 such organization being selected by the Board of Directors.

14. **ORDER OF BUSINESS**

14.1 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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

14.2 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