

**CONSTITUTION & BYLAWS OF  
HEARTLAND STANDARD SCHNAUZER CLUB OF THE GREATER TWIN CITIES  
As Amended January 2008**

**CONSTITUTION**

**ARTICLE I**

**NAME AND OBJECTIVES**

**Section 1.** The name of the club shall be Heartland Standard Schnauzer Club of the Greater Twin Cities.

**Section 2.** The objectives of the Club shall be:

- A) To encourage and promote quality in the breeding of purebred Standard Schnauzers and to do all possible to bring their natural qualities to perfection. To promote the Standard Schnauzer as a family dog, a conformation dog and a performance dog.
- B) To familiarize the general public with the Standard Schnauzer by serving as a clearinghouse for information and news concerning breeding, care, training and showing of Standard Schnauzers.
- C) To protect and advance the interest of the breed by encouraging sportsmanship among the owners, breeders and fanciers of the Standard Schnauzer at AKC dog shows, AKC dog trials and AKC performance events.
- D) To urge members and breeders to accept the standard as approved by the American Kennel Club as the only standard of excellence by which the Standard Schnauzer shall be judged.
- E) To conduct sanctioned matches, licensed specialty shows and obedience trials under the rules and regulations of the American Kennel Club.

**Section 3.** 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 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 objectives.

**Section 5.** The geographic territory for Heartland Standard Schnauzer Club of the Greater Twin Cities will be:

- On the north: St. Cloud, MN and Highway 95 east to the MN/WI state line
- On the east: MN/WI state line between north and south highway intersection points.
- On the west: Highway 15 from St. Cloud, MN going south to Highway 14.
- On the south: Highway 14 at New Ulm, MN east to Mankato, MN, Rochester, MN and Winona, MN.

**ARTICLE I**

**MEMBERSHIP**

**Section 1. Eligibility**

- A) There shall be three types of membership: Household, Single and Junior and Associate.
  - 1) Household membership shall consist of two adults of the same mailing address, with legal residence inside of the geographic territory of the Club, both of whom are in good standing with the American Kennel Club, and whom subscribe to the objectives of the Club. They each shall enjoy all the privileges of the Club including holding office. Each person shall be entitled to a vote with a maximum of 2 votes per household.
  - 2) Single membership shall be open to all persons 18 years or older with legal residence inside of the geographic territory of the Club, who are in good standing with the American Kennel Club, and who subscribe to the objectives of the Club. They shall enjoy all the privileges of the Club including the right to hold office and vote.
  - 3) Junior membership shall be open to all persons between the ages of 10 – 17 years who are in good standing with the American Kennel Club, whom subscribe to the objectives of this Club. They shall enjoy all the privileges of the Club except that they shall not have the right to hold elected office or vote.
  - 4) Associate membership shall be open to all persons with legal residence outside of the geographic territory of the Club who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. They shall enjoy all privileges of the Club except that they shall not have the right to hold elected office or vote.
- B) While membership is to be unrestricted as to residence, The Heartland Standard Schnauzer Club of the Greater Twin Cities primary purpose is to be representative of the breeders, exhibitors and fanciers in its immediate area.

**Section 2. Dues**

- A) The amount of the dues shall be set by a membership vote at the annual January meeting.
- B) Dues shall be payable on or before the first day of January each year by all members and shall become delinquent on the first day of April. Dues notices will be mailed by the Secretary in November or published in the Newsletter.
- C) During the first week of April, the Treasurer shall send the Secretary and the keeper of the official membership list the names and addresses of memberships that have lapsed. In no case shall a member whose dues are unpaid as of the date of any Club meeting be entitled to vote at that meeting.

**Section 3. Election to Membership**

- A) Applicants 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 the Heartland Standard Schnauzer Club of the Greater Twin Cities Constitution and Bylaws, Code of Ethics, and the rules of the American Kennel Club and the Standard Schnauzer Club of America. The application shall carry the endorsement of two members in good standing and be accompanied by dues payment for the current year.
- B) The Secretary shall acknowledge the receipt of applications for membership within 15 days and each application will be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and the affirmative votes of 2/3's of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership will be sent the membership package to include the last published Club newsletter, and shall begin receiving all club mailings.

- C) Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection. Applicants for membership who have been rejected by the Club shall have their dues payment refunded and shall cease receiving the Club mailings.

#### **Section 4. Termination of Membership**

##### **A) Resignation**

Any member in good standing may resign from the Club by 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 are incurred on the first day of each fiscal year.

##### **B) Lapsing**

A member will be considered lapsed and automatically terminated if such member's dues are not paid by the first day of April; however, the Club may grant an additional 90 days grace period to such delinquent members in meritorious cases. In no case will a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting. Membership lost due to unpaid dues may be regained by re-application. Members whose membership has lapsed will be so notified by the Secretary.

##### **C) Expulsion**

A membership may be terminated by expulsion as provided in ARTICLE VII of these Bylaws.

## **ARTICLE II**

## **OFFICERS AND BOARD OF DIRECTORS**

### **Section 1. Officers**

The Club's Officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve their respective capacities, both with regard to the Club and its meetings, and the Board and its meeting. The Board shall serve a one-year term, commencing on the first day following their election.

- A) The President shall preside at all meetings of the Club and 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.
- 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 correct record of the proceedings at all meetings of the Club and of the Board of Directors and shall send all notices required or directed to be given by the Constitution and Bylaws, the President or the Board of Directors. The Secretary shall be the custodian of all record, keep committee reports and send notice to the membership or publish in the Club newsletter the notice for all meetings. The Secretary shall be responsible for all general correspondence of the Club that is not a function proper to any other office or committee.
- D) The Treasurer shall collect and receive the funds of the Club and shall deposit it in the name of the Club in the bank satisfactory to the Board. The Treasurer shall prepare an annual operating budget to be approved by the Board within 60 days after election. The Treasurer shall disburse budgeted funds as directed by the Board of Directors, the President or the membership at the annual meeting. The Treasurer shall render a report to the Board at each regular meeting, but no less than once per quarter in the absence of a meeting, along with a quarterly report to the members in the newsletter, and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer's books shall at all times be open to inspection by the Board and the membership. It shall be the responsibility of the Treasurer to collect dues and send statements according to these Bylaws. The Treasurer shall on the first day of April inform the Secretary of the renewed and lapsed memberships. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

## **Section 2. Board of Directors**

- A) The Board of Directors shall be comprised of the four Officers of the Club and two other persons, all of whom shall be members in good standing and all of whom shall be elected to serve one year terms at the Club's annual meeting as provided in ARTICLE IV and shall serve until their successors are elected.
- B) The Board of Directors shall be vested with the management of the affairs of the Club subject to the provisions of the Constitution and Bylaws.

## **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 all the then 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 the 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.

## **ARTICLE III**

### **MEETINGS and VOTING**

#### **Section 1. General Meetings**

The Club shall hold at least four meetings a year including January, which shall be for the purpose of electing Club Officers and Board members. Such meetings shall be held within the greater Minneapolis/St. Paul, MN area, at such place, date and time as may be designated by the Board of Directors. Notice via e-mail or regular mail of such meetings shall be sent by the Secretary at least 10 days prior to the date of the meeting or published in the Club newsletter or website at least 14 days but not more than 60 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

#### **Section 2. Special 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 the regular or special meeting of the Board. Additionally a special meeting shall be called by the Secretary upon receipt of a petition signed by five Club members who are in good standing. Such special meetings shall be held within the greater Minneapolis/St. Paul, MN area, at such place, date and time as may be designated by the person or persons authorized herein to call such meetings. Notice of such meeting shall be provided at least five days but not more than 15 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

#### **Section 3. Board Meetings** designated by the Board of Directors

The Board of Directors shall meet at least four times per year. Meetings of the Board of Directors shall be held within the greater Minneapolis/St. Paul, MN area, at such time, date and place as may be designated by the Board. Notification of the Board meetings shall be sent to Board members by the Secretary at least five days prior to the date of the meeting or by publication in the Club newsletter or website at least 14 days but not more than 30 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

#### **Section 4. Special Board Meetings**

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Minneapolis/St. Paul, MN area at such place, date and time as may be designated by the person authorized herein to call such meeting. The Secretary shall provide notice of

such meeting at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such meeting shall be a majority of the Board.

#### **Section 5. Voting**

At all meetings of the Club or Board, voting shall be limited to those members in good standing and who are present at the meeting. There will be no voting by proxy allowed at any Club meeting or election.

#### **Section 6. Majority**

Action at all meetings shall be by a majority vote of the members present and voting unless otherwise provided herein or required under “**Robert’s Rules of Order, Newly Revised**”.

### **ARTICLE IV THE CLUB YEAR, ANNUAL MEETING AND ELECTIONS**

#### **Section 1. Fiscal Year**

The Club’s fiscal year shall begin on the first day of January and end on the last day of December.

#### **Section 2. Calendar Year**

The Club’s calendar year shall begin on the first day of January and end the last day of December.

#### **Section 3. The Annual Meeting**

The Club shall hold an annual meeting in January within the greater Minneapolis/St. Paul, MN area at which Officers and Directors for the ensuing calendar year shall be elected by secret ballot from among those nominated in accordance with Section 5 of this ARTICLE. The exact time, date and place of the Annual meeting shall be determined by the Board of Directors and members shall be notified via e-mail or regular mail by the Club secretary at least 10 days prior to the date of the meeting or by publication in the Club newsletter or website at least 30 days but not more than 90 days prior to the date of the meeting. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

#### **Section 4. Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the case of a tie there will be a run off election presenting the top tied candidates. If the slate for Officers or Board of Directors is unopposed, no vote shall be required.

#### **Section 5. Nominations**

No person may be a candidate in a Club election who has not been nominated. The Board shall select a Nominating Committee. The Secretary shall immediately notify the committee members of their selection. The Board shall name a chairman for the committee and it shall be such person’s duty to call a committee meeting, which shall be held on or before the first day of November.

- A) The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- B) Upon receipt of the Nominating Committee report, the secretary shall, at least two weeks before the January general membership meeting notify each Club member in writing or print in the Club newsletter or website the nominated candidates.
- C) Additional nominations may be made at the general membership meeting by any Club member in attendance, provided that the person so nominated does not decline when their name is proposed,

and provided further that if the proposed candidate is not in attendance at this meeting, the proposed shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

## **ARTICLE V**

### **COMMITTEES**

- Section 1.** Each year the Board shall appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes or awards, membership, newsletter, website and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.
- Section 2.** Special committees may also be appointed by the Board to aid particular projects. Such committees shall always be subject to the final authority of the Board.
- 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 service have been terminated.

## **ARTICLE VI**

### **CODE OF ETHICS**

#### **Section 1. American Kennel Club Suspension**

Any member who is suspended from the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Club for a like period of time.

#### **Section 2. Charges**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00, which shall be forfeited if the 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 interest 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 not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail with return receipt together with a notice of the Board hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if the defendant so desires.

#### **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 those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If the Board deems that punishment 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 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 writing 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**

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 in Section 3 of this ARTICLE. Such proceedings may occur at a general or special meeting of the Club to be held 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 appearing in his own behalf, though no evidence shall be presented at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf, if he so wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3's 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 VIII**

### **AMENDMENTS**

**Section 1.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership 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 90 days of the date when the petition was received by the Secretary.

**Section 2.** The Constitution and Bylaws may be amended by a 2/3's vote of the members present and voting by secret ballot at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## **ARTICLE IX**

### **DISSOLUTION**

**Section 1.** The Club may be dissolved at any time by the written consent of not less than 2/3's 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 distributed to a charitable organization or organizations for the benefit of dogs, selected by the Board of Directors.

## **ARTICLE X**

### **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, establishment of quorum
- Review of the agenda
- Reading of minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of committees
- Election of Officers and Board of Directors (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:

- Roll call, establishment of quorum
- Review of the agenda
- Reading of minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the committees
- Unfinished business
- New business
- Adjournment

**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.