

PACIFIC MALINOIS CLUB
CONSTITUTION, BY-LAWS, AND STANDING RULES

CONSTITUTION

Article 1 The name of the corporation shall be Pacific Malinois Club

Article 2 The objectives of the Club shall be to:

- a. Encourage and promote the excellence of the Belgian Malinois
- b. Encourage the continuing education of Belgian Malinois owners and prospective owners
- c. Conduct events that promote team work between dog and handler
- d. Promote cooperation and good sportsmanship among its members in the training and exhibition of dogs

Article 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 of individual

Article 4 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

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BY-LAWS

Article 1 Membership

I. Eligibility

- a. Any person dedicated to the purposes of this corporation and who has submitted an application for membership and shown a commitment to participation in the corporation's activities by assisting at at least one club event, shall be eligible for general membership on approval of the membership application by the Board and the general membership and the payment of such dues and fees as the Board may fix from time to time.
- b. There shall be four types of regular membership
 - i. Individual membership: Open to all persons eighteen years and older who subscribe to the objectives of the Club
 - ii. Family Membership: Open to any two or more related or unrelated persons living in the same household who subscribe to the objectives of the Club. For voting purposes Family Memberships have 2 votes
 - iii. Junior Membership: Open to all person 10-17 years old that subscribe to the objectives of the Club. Junior Members shall not be entitled to vote or hold office. Upon reaching 18 years old junior members may convert their membership to an Individual Membership without having to reapply.
 - iv. Lifetime Member: Lifetime Member status will be granted to all members to all members that have been members for 20 consecutive years. Lifetime Members will be entitled to vote or hold office. The Club waives annual dues for Lifetime Members beginning the fiscal year after lifetime status has been granted.
- c. Dues
 - i. Annual membership dues for each type of membership are due and payable on the first day of January each year.
 - ii. Dues will be set by a 2/3 majority vote of the Board of Directors in September of the preceding year.
 - iii. Members who submit their dues after January 1st and January 31st shall be subject to a \$10 late fee.
 - iv. No Member may vote or hold an office if dues are not paid by January 1st
 - v. Members who are voted in and paying their annual dues after October 1st will be credited with having paid their annual dues through December 31st of the following year

II. Election to Membership

- a. All applications shall be sent to the Treasurer. Treasurer shall verify the correct amount of dues were received and shall scan and email the application to the Vice President.
- b. The Vice President shall forward the applications to the membership within 10 days of receipt
- c. The Membership shall have 30 days to comment on any member applications
- d. After the 30-day comment period the Board of Directors shall vote on the application. Any application receiving a favorable majority vote shall become members

III. Application

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- a. The applications for membership shall be approved by the Board of Directors and shall provide that the applicant(s) agree to abide by the Constitution and By-Laws of the Club.
- b. The application shall state the name, address, phone number, and email of the applicant
- c. Prospective member shall include payment for the annual dues for the current year.
- d. Applications shall be endorsed by one member in good standing
- e. Applicant shall state the date and description of one club event at which they have assisted.

IV. Good Standing

- a. A member in Good Standing is a current member whose dues are paid for the current year in accordance with these by-laws and who are not suspended.

V. Termination of Membership

- a. A membership shall terminate if one of the following events occur:
 - i. Resignation of the member in writing
 - ii. Failure to pay dues as set by the Board of Directors by January 31st of each year.
 - iii. Expulsion of the member under Section XXX based on a good faith determination by the Board of Directors, that the member has failed in a material and serious degree to observe the rules of conduct of the Club, or has engaged in conduct materially and seriously prejudicial to the objectives and interests of the Club.

VI. Suspension of Membership

- a. A member may be suspended under section of these By-laws, based on the good faith determination of the Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of the Club, or has engaged in conduct materially and seriously prejudicial to the objectives and interests of the Club.

VII. Transfer of Membership

- a. No membership or right arising from membership shall be transferable. All membership rights cease of the member's death.

Article 2 Meetings and Voting

I. Membership meetings

- a. Place of Meeting. Meetings of the members shall be held at any place as designated by the Board of Directors with 30 day prior notice to the membership. Meetings may be held in person, telephone conference, or electronic system such as Face Time or Skype.
- b. Frequency. An annual meeting shall be held in either June or July. A meeting notice and agenda will be emailed out no less than 30 and no more than 90 days in advance.
 - i. Additional meetings may be added with 30 day prior notice to the membership.
- c. Meeting Notices shall include the general nature of business to be transacted, place, date, and time of the meeting. Notices shall be given by email and will be posted on the Club Facebook page.

- II. Quorum. Ten (10) percent of the voting members, including no less than two (2) officers of the Club, shall constitute a quorum or the transaction of business at any meeting of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if members have withdrawn to leave less than a quorum.

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Article 3 DIRECTORS AND OFFICERS

I. Board of Directors

- a. The Board of Directors, also referred to as the Board, shall be comprised of the President, Vice-President, Secretary, Treasurer and one other person (director), all of whom shall be members in good standing and all of whom shall be residents of the United States of America. They shall be elected for two-year terms as provided for in Article IV, and shall serve until their term of office is completed. The general management of the Club's affairs shall be entrusted to the Board of Directors. Appointments of committee chairpersons shall be done by the Board.
- b. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- c. The Board may also, in its discretion, encourage participation in corporation activities by establishing a standard, objective system of credits for contributions of time and effort to the corporation that may be used to offset dues up to a maximum of 25% required of individual members. Such credits shall be awarded on an equal basis for all general members.

II. Officers

- a. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.
- b. 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 those particularly specified by these By-Laws.
- c. Vice-President: Shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity. Shall receive applications for membership from the Treasurer, shall forward them to the appropriate parties for inclusion in the newsletter and for action by the Board, and shall notify new members of their election to membership. Shall contact possible members to acquaint them with the Club's functions, as directed by the Board. Further, the Second Vice-President shall perform other duties as particularly specified by these by-laws
- d. 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. The Secretary shall be responsible for notifying the Board members of Board meetings. Secretary shall have charge of the correspondence, notify members of the meetings, notify officers and directors of their election to office, and carry out duties as are prescribed in these by-laws.
- e. Treasurer: Shall collect and receive all moneys due or belonging to the Club. Shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting shall render an account of

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all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded at the Club's expense in such amount as the Board of Directors shall determine. At the expiration of the current term of the Treasurer, or every two years, an independent audit shall be performed and the results shall be submitted to the Board. The audit committee shall be selected by a majority vote of the Board. The audit committee shall be dissolved upon acceptance of the audit committee report by the Board. Further, the Treasurer shall perform other duties as particularly specified by these by-laws.

III. Vacancies

- a. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote according to the procedures established in Article II, Section 3 above of all the remaining members of the Board, 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. In the event of vacancies in both the offices of the President and Vice-President, the vacancy of the office of President shall be filled automatically by the Secretary and the resulting vacancies of Vice-President and Secretary shall be filled by the Board.

Article 4 CLUB YEAR AND ELECTIONS

I. Club Year

- a. The Club's fiscal year shall begin on the January 1st and end December 31st. The elected officers and directors shall take office on January 1st, and each retiring officer or director shall turn over to their successors in office all properties and records relating to that office within 30 days.
- b. Nominations and Elections
- c. No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws.
- d. Nominating Committee: Prior to July 15th, in the final year of the term of office, the Board shall select a nominating committee of three members in good standing and two alternates who are in good standing and who are from different households, not more than one of whom shall be a member of the Board. The Board shall name a chairperson for the committee and it shall be such person's duty to call a committee meeting that shall be held on or before August 1st. The Secretary shall immediately notify the committee members and the alternates of their selection. The Nominating Committee may conduct its business by mail or other technologically available means.
- e. The Nominating Committee shall nominate from among the eligible members of the Club one candidate for each position on the Board of Directors. The committee shall submit its slate of candidates to the Secretary by September 15th.
- f. The Secretary shall email the slate to each member of the Club on or before September 30th, so that additional nominations may be made by the members if they so desire.
- g. Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his, or her, regular address on or before October 15th and signed by five members in good standing and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a

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candidate along. No person shall be a candidate for more than one position and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- h. If no valid additional nominations are received by the Corresponding Secretary on, or before, October 15th, the Nominating Committee's slate shall be declared elected at that time, and no balloting will be required.
- i. If one or more valid additional nominations are received by the Corresponding Secretary on or before October 15th, shall, on or before November 1st, email to each member in good standing a ballot listing all of the nominees for each position in alphabetical order. Ballots must be received by the Secretary on or before December 1st. All ballots should remain confidential. The inspectors of election, as 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 envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting.
- j. Inspectors of election are selected by the Board after the nomination process is complete and before October 1st. Inspectors of election may not be candidates in the election.
- k. Nominations cannot be made in any manner other than as provided above.

II. Elections

- a. The election of the Board of Directors shall be conducted as described in Section 2 Nominations and Elections, part f.
- b. The nominated candidate for each position receiving the largest number of ballots shall be declared elected.
- c. The Secretary shall notify the members of the Board of Directors of their election to office by December 15th. All Ballots cast for the election shall be destroyed by the Secretary one year after the election.

Article 5 COMMITTEES

- I. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, herding trials, performance events, trophies, annual awards, 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.
- II. Any committee appointment may be terminated by a majority vote of the full membership of the Board using procedures set forth in Article II, Section 3 and followed by notification in writing by U.S. Mail to the appointee. The Board may appoint successors to those persons whose services have been terminated. Each retiring/terminated committee chairperson shall turn over to their successor all properties and records relating to that committee within 30 days.

Article 6 DISCIPLINE

- I. Charges

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- a. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or of the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board or Disciplinary committee following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. 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 alleged conduct is not 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 or a Disciplinary Committee appointed by the majority of the Board not fewer than three weeks nor more than six weeks thereafter. A Disciplinary Committee shall be composed of not fewer than three members of the Board. One member of the committee shall be appointed by the board to be the chairperson. The committee chairperson shall be responsible for the committee minutes. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his, or her, own defense and bring witnesses if he, or she, wishes.
- II. Board Hearing
 - a. The Board or its Disciplinary Committee 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 or Disciplinary Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if the Board or its Disciplinary Committee 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, or her, fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee 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 decision and penalty, if any.
- III. Indebtedness
 - a. A member who is indebted to the club must be notified of such indebtedness by registered mail and afforded the opportunity to pay the club the outstanding amount before their good standing may be affected under the provisions of Article I, Section 4.
- IV. Expulsion
 - a. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon and recommendation of the Board or Committee as provided in Section II.a Board Hearing of Article 6 Discipline. The defendant shall have the privilege of appearing in his, or her, own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on

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his, or her, own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the membership meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Article 7 AMENDMENTS

- I. Amendments to the Constitution and the By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 three months of the date when the petition was received by the Secretary.
- II. The Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment has been emailed by the Secretary to each member accompanied by a ballot on which each member may indicate his, or her, choice for or against the action to be taken. A notice will also be posted on the Club Facebook page. The notice shall specify a date not less than thirty (30) days after the date of the email, by which date the ballots must be returned to the Secretary by email to be counted. The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

Article 8 DISSOLUTION

- I. 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 the purpose 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 Belgian Malinois selected by the Board of Directors.

Article 9 ORDER OF BUSINESS

- I. 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
 - Approval of Agenda
 - Minutes of Last Meeting
 - Officer Reports
 - Committee Reports
 - Unfinished Business
 - New Business
 - Adjournment

Article 10 PARLIAMENTARY AUTHORITY

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- I. 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.

Adopted by the Pacific Malinois Club. 01 July 2016

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STANDING RULES

Section 1 – Annual Membership Dues

- A. Individual Membership shall be \$30
- B. Family Membership shall be \$40
- C. Junior Membership shall be \$10
- D. Lifetime Membership dues shall be waived beginning in the fiscal year after lifetime status has been granted

Section 2 – Newsletter

- A. Newsletter shall be emailed quarterly to the membership
 - a. The Newsletter shall be called “The Motley Malinois”

Section 3 – Brag Fund

- A. Anyone in attendance at a meeting can brag.
- B. Each person who brags will donate an amount of money they deem fit to the brag fund
- C. During the year, members will receive raffle tickets for assisting in events
- D. At the December membership meeting a raffle will be held and the winner will receive the brag fund.

Section 4 – Standing Committees

- A. Education

Section 5 – Volunteer Positions

- A. Website
- B. Social media
- C. Newsletter editor
- D. Awards