

CONSTITUTION

These Bylaws are subject to and governed by the State of Virginia Not-For Profit Corporation Laws and the Articles of Incorporation of the Mid-Atlantic Swedish Vallhund League. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Commonwealth of Virginia Not-For-Profit Corporation Laws, the Commonwealth of Virginia Not-For-Profit Corporation Act will be controlling

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be Mid-Atlantic Swedish Vallhund League, LLC.

SECTION 2. The objects of the club shall be:

(a) to encourage and promote quality in the breeding of purebred Swedish Vallhunds 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 American Kennel Club as the only standard of excellence by which Swedish Vallhunds shall be judged;

(c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at

- dog shows
- obedience trials
- tracking tests
- agility trials
- herding trials
- herding tests
- and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

(d) to conduct sanctioned matches,

- dog shows
- obedience trials
- tracking tests
- agility trials
- herding trials
- herding tests
- and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

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 objects.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be 4 voting types of membership these include: Voting and full membership privileges which includes holding offices

- Regular (yearly membership, over 18 years old)
- Household (those living in the same household, over 18 years of age, paid yearly)
- Life (membership given for exceptional service to the club – voted on by the BOARD of DIRECTORS to a long term member which is determined by the board)
- Patron (member show financially supported the club by contributing a large amount of money to assist the club in the first years of organization)

and 4 non-voting

- Foreign (members not living in the USA, mentors and ambassadors to their respective country to represent the club),
- Associate or Newsletter (someone interested in the club but not an active member),
- Junior (under 18 years of age),
- Honorary (a person who has contributed to the club in some manner but does not wish to be a voting member)

types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall not exceed upper limits of dues:

- Regular: \$.100.00.... per year for regular memberships,
- Household: \$400 for Household membership,
- Life members will not pay any dues,
- Patrons pay once 20 times the current regular membership and do not pay again except as a donation,

Payable on or before the 1st day of June of each year. No member may vote whose dues are not paid for the current year. During the month of April, the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. *Election to 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 the constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. *Termination of Membership.* Memberships may be terminated [*in accordance with State Law*]:

(a) *by resignation.* Upon written notice to the Secretary.

(b) *by 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 Financial/Fiscal year; however, the Board may grant an additional *90 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 that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings. Meetings of the club may be held each month *or as frequently as is necessary* by methods *in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed* as may be designated by the Board. Such meetings shall be held by methods *in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed if desired or within the Mid-Atlantic Swedish Vallhund League Region* serving the greater Richmond, VA area including all communities north to Dumfries, southeast to Chesapeake and west to Clarksville. Written notice of each such meeting shall be sent as required by State Law such as via USPS and/or via email by the Secretary ten days (10 days) prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum. Annual meetings are to be held at either the most convenient dog show where the majority of the members can attend in person or through a virtual method. Members may join the meetings through electronic methods such as zoom, meetme, skype or other services which are provided to enable members to attend.

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; and may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by methods *in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed if desired or within the Mid-Atlantic Swedish Vallhund League Region* designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by email by the Secretary ten (10 days) days prior to the date of the meeting, and said notice 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 eligible voting members in good standing [*or insert the bare minimum to conduct business as permitted by State Law*]. Non-voting members do not count towards the determination of a quorum.

SECTION 3. Board Meetings. Meetings of the Board may be held each month or as frequently as is necessary in MidAtlantic *if meetings are held in-person* or by methods *in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed* as designated by the Board. Written notice of each such meeting shall be sent *as required by State Law via USPS and/or via email by the Secretary ten (10) required by State Law* days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board *to conduct business as permitted by State Law*. Non-voting members do not count towards the determination of a quorum.

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 by methods *in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed* or in person if held in-person designated by the person authorized herein to call such meeting.

SECTION 5. Voting. Each member in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election *Unless permitted by State Law and the club wants to offer this option* at a future date.

ARTICLE III

Directors and Officer

SECTION 1. Board of Directors. The Board shall be comprised of the officers and 4 other persons all of whom shall be members in good standing and all of whom shall be elected for *two (2)-year* terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board. Half the board will be elected yearly for two years.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to 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 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 Recording 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. Also keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request and once every club year and carry out such other duties as are prescribed in these bylaws.

(d) Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office and carry out such other duties as are prescribed in these bylaws.

(e) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

(f) The offices of Corresponding Secretary/Recording Secretary and Treasurer may be held by the same person; in which case the Board shall be comprised of seven (7) persons.

SECTION 3. Vacancies. Vacancies can be filled in either of the following ways :

Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

ARTICLE IV

The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1. *Financial/Fiscal Year.* The Financial/Fiscal year shall begin on the first day of May and end on the last day of April.

SECTION 2. *Annual Meeting.* The annual meeting shall be held in the month of April, at which officers, and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. *Nominations.* The Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chair for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before February 1.

(a) The committee shall nominate at least one candidate for each office and positions on the Board, and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing. President, Recording Secretary, Treasurer and two directors will be nominated in odd years. Vice President, Corresponding Secretary, and two directors will be nominated in even years.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the February meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position..

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section *Electronic balloting, will be provided to all members by March 15.*

(e) Ballots must be received by the (tellers, committees, etc.) no later than March 31. Ballots received after April 15 will not be counted.

SECTION 4. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before March 31 the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

SECTION 5. *Club's Official Year.* The club's Official Year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. 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 services have been terminated.

SECTION 3. A standing financial audit committee will sever for at least 2 years. The committee will be comprised of at least three (3) members in good standing. A chairman can be elected by the committee. Their job will be to audit the Treasurer at reasonable intervals. Family members of the Treasurer can not serve on this committee.

ARTICLE VI

Discipline in accordance with Commonwealth of Virginia Laws

SECTION 1. American Kennel Club Suspension. Any member who is suspended from **any of the** privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member 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. 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 or a committee appointed by the Board not less than One weeks nor more than *three* weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding 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 or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall vote by secret ballot on the proposed expulsion. A 2/3 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 VII

Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board 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 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.

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent such as via USPS and/or via email as required by State Law to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing *and in accordance with Commonwealth of Virginia Law*. 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 unless otherwise prohibited by State Law.

ARTICLE IX

Order of Business [in Robert's Rules of Order Newly Revised – 12th Edition]

<http://forsmallnonprofits.com/wp-content/uploads/2018/05/RobertsRulesofOrderCheatSheet.pdf>

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
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (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:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X

Parliamentary Authority

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.

Glossary

Member in good standing — An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership (must be defined in Article I, Section 1):

Regular (Individual) — Enjoys all club privileges including the right to vote and hold office.

Household - Two (2) adult members residing in the same household, each eligible to vote and hold office.

Associate or Newsletter — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active).

Junior — Open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.

Honorary — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life — For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Foreign Member — Entitled to all club privileges except voting and office holding. These members are non-dues paying and are ambassadors from their respective countries Swedish Vallhund Club. They are members who assist with international co-operations and communications.

Patron — Entitled to all club privileges except voting and office holding. These are members who have financially contributed to the club. They pay a one-time dues which is 20 times the current dues for current year. This membership has a limited time frame. Presently it is from 2022 to 2025.

Uppermost limits for dues — In order to avoid frequent bylaw amendment, an uppermost limit (i.e. — Dues shall not exceed \$100.00 per year____) should be included for each type of membership, in addition to when and by whom the dues are set each year

Reprimand — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices — All club notices must be sent either via the US Postal Service or e-mail in accordance with AKC policy. Delegate Duties — For AKC member clubs only, the general duties of the Delegate must be listed.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.

Appendix

Annual Member Meeting:

○ **OPENING THE MEETING**

The presiding officer should not call the meeting to order until a quorum is present (or if it appears impossible to get a quorum, the meeting can be called to order and the Chair should immediately announce there is no quorum). A quorum is the number of members entitled to vote who must be present in order for business to be legally transacted. Quorum tends to be defined in the governing documents.

Once a quorum is present, the presiding officer calls the meeting to order by stating, “The meeting will come to order.”

○ **APPROVAL OF MINUTES**

In meetings when minutes are to be approved, the minutes should be distributed to all members so that they do not have to be read aloud. Corrections and approval are most often done by unanimous consent. The presiding officer can ask, “Is there any objection to approving the minutes as read [or distributed].” If there is no objection, the minutes are approved.

○ **REPORTS OF OFFICERS, BOARDS, AND STANDING COMMITTEES**

The first substantive item of business in meetings is typically hearing from the officers and established boards and committees. The logic in this order of arrangement is to give priority to the items of business from the leadership. Typically, the presiding officer learns in advance who needs to report and only calls on those officers, boards, and committees that have reports.

Reports are generally for information only. In such instances, no motion is necessary following the reports unless there are recommendations to be implemented. A motion “to adopt” or “to accept” a report is seldom wise except when the report is to be issued or published in the name of the organization. On the other hand, it is common that the reporting member end by making a motion if there is a specific recommendation for action

○ **REPORTS OF SPECIAL COMMITTEES**

Unlike standing committees established in the governing documents, special committees do not have continual existence. Instead, special committees exist solely for the purpose of a specific project. For example, a special committee might be created to plan a specific function or event. Special committees typically go out of existence upon their final report.

○ **UNFINISHED BUSINESS**

Unfinished business refers to matters carried over from a previous meeting. This category of business is sometime incorrectly referred to as “old business.” “Old business” is a misnomer in that unfinished business is not simply items that have been discussed previously. Instead, unfinished business items typically fall into one of several specific categories. For organizations that meet at least four times a year, unfinished business may include: (1) any matter that was pending when the previous meeting adjourned; (2) any matters on the previous meeting’s agenda that were not reached; or (3) matters that were postponed to the present meeting.

The presiding officer should know if there are any items to be considered under unfinished business. As a result, the presiding officer should not ask, “Is there any unfinished business?” Instead, the presiding officer should simply state the question on the first item of business. If there is no unfinished business, the presiding officer should skip this category of business.

○ **NEW BUSINESS**

Much of the work in a meeting is accomplished during the heading of new business. In this category of business, members can introduce any new item of for consideration (unless there are notice requirements that must be considered). In some instances, the presiding officer may be unaware of what items of business will arise under new business.

The presiding officer introduces the heading of new business by asking, “Is there any new business?” Any member can then introduce new items of business by making a motion and obtaining a second. Following the consideration of each item, the chair repeatedly asks, “Is there any further new business?” This process continues until there are no additional business items.

○ **CLOSING THE MEETING** In most assemblies the presiding officer can adjourn the meeting without waiting for a motion to adjourn. If all items of business have been considered, the presiding officer can ask, “Is there any further business?” If there is no response, the presiding officer simply states, “Since there is no further business, the meeting is adjourned.”

If custom or tradition requires that a motion to adjourn be made, the presiding officer can ask, “Is there a motion to adjourn?” Once the motion is made and seconded, the presiding officer can ask, “Is there any objection to adjourning the meeting? Hearing no objection, the meeting is adjourned.”