

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be four (4) types of membership open to individuals who actively support the objectives of the ISWS, and who agree to abide by its rules and regulations..

SECTION 2. Membership. Membership in the ISWS is a privilege, not a right. All members of the society shall be admitted, retained, reprimanded, fined, suspended, or expelled in accordance with such rules and regulations as the ISWS has adopted, or may adopt in the future. No one whose dues are in arrears shall vote or hold office. The following types of memberships are offered:

- A. Regular. Open to persons eighteen years of age and older. Regular members enjoy all the privileges of the Club including the right to vote and hold office.
- B. Family. A Family Membership shall be limited to two adults eighteen (18) years of age or older living at the same permanent address. Family membership may include dependent children under the age of eighteen (18) years that may or may not reside at that permanent address. Each adult member shall enjoy all the privileges of the Club including the right to vote and hold office. Those under the age of eighteen (18) are ineligible to vote and hold office.
- C. Youth. Open to persons under eighteen (18) years of age sponsored by a Regular Member of the ISWS, with written approval of a parent or legal guardian., who shall enjoy all the rights and privileges of the club except the right to vote and hold office.
- D. Associate/Adult Non-Voting. Open to persons eighteen (18) years of age or older who wish to support the ISWS and its objectives and who shall enjoy all the rights and privileges of the Club except the right to vote and hold office.

SECTION 3. Dues. Annual membership dues for Regular, Family or Adult Non-Voting Membership shall not exceed \$50.00 per year. Annual membership dues for Youth Membership shall not exceed \$20.00 per year. Dues shall be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall notify the membership of dues owed for the ensuing year. During the month of January the Treasurer shall give notice to the Board of those members whose dues are in arrears for the current year.

SECTION 4. 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, Code of Ethics, and the rules of the International Silken Windhound Society. The application shall state the applicant's name, address, and any other information as the Board may direct and it shall carry the endorsement of one member in good standing. In the case of Family Membership, all applicants must state their name and any other information as the Board may direct. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary who shall submit the name of the applicant(s) to the Board for approval and notify the membership that the board is reviewing a prospective applicant and direct them to notify the Board of any objections. If there are no objections received by the Board, the membership application shall be declared approved. If received, the Board will review all complaints/objections to determine whether such are sufficient enough to warrant exclusion of membership.

Applicants for membership who have been rejected by the Club may not reapply within twelve (12) months after such rejection.

SECTION 5. Termination of Membership. Membership in this organization is not transferable or assignable. Any interest in the property or monies of this organization shall cease with the forfeiture of an individual's membership. Memberships may be terminated for the following reasons:

(a) *Resignation.* Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. There shall be no refund of dues for the unexpired portion of the year.

(b) *Lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 45 days after the first day of the fiscal year; however, the Board may grant an additional 30 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) *Expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings

Meetings shall be conducted in a mutually agreed upon manner. A minimum of two (2) Board Meetings shall be conducted each year and a minimum of one Membership Meeting each year with at least two (2) Board Members in attendance.

SECTION 1. *Annual Meeting.* The Annual Meeting shall be held each year as designated by the Board of Directors. Written notice of each such meeting shall be sent by the Recording Secretary at least 30 days prior to the date of the meeting. The quorum shall be twenty (20) percent of the members in good standing.

SECTION 2. *Special Club Meetings.* Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Recording Secretary upon receipt of a petition signed by twenty (20) percent of members of the Club who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Recording Secretary at least fourteen (14) days and not more than thirty (30) 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 twenty (20) percent of the members in good standing.

SECTION 3. *Board Meetings.* Meetings of the board of directors shall be held at such hour and place as may be designated by the Board. Written notice of each such meeting shall be sent by the Recording Secretary at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Board members shall notify the Recording Secretary if they are unable to attend a meeting. Failure to make any attempt to attend meetings, failure to notify the Recording Secretary concerning the inability to attend meetings or failure to return mail votes will result in the Board considering that office for possible replacement.

SECTION 4. *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Recording Secretary upon receipt of a written request of at least three members of the board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent by the Secretary at least five (5) days and not more than ten (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 a meeting shall be a majority of the Board.

SECTION 5. *Board Business Conducted by Mail, E-Mail or Telephone.* The Board may choose to conduct a portion of its business by mail, fax, e-mail or by conference call through the Recording Secretary. If a conference call is to be the method of communication, notice of the conference call must be made to each of the Board members no later than six (6) days prior to the call. The time of the call and the purpose is to be stated on the notice and no other club business may be transacted during that call. Business (voting) can be conducted at meetings or thru mail, fax or e-mail. In order for business to be conducted by e-mail all the following precautions must be in place:

- 1) Every Board member must be provided with the means to participate.
- 2) A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members.
- 3) A mechanism must be in place to verify that the eligible Board members are "listening".
- 4) All Board members must agree to participate in this manner.

SECTION 6. *Club Business Conducted by Electronic Means.* Electronic meetings are conducted following steps and policies outlined in the ISWS Standing Rules.

ARTICLE III Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and European Delegate, all of whom shall be members in good standing and all of whom shall be elected for two(2)-year terms 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 of Directors.**

Any Officer or Board member, who fails to attend two (2) meetings or fails to return two (2) mail votes without just cause during a fiscal year may be removed from office by two-thirds (2/3) vote of the Board and the same procedure for a vacant office will follow.

- A. The Breed Founder, Francie Stull, shall be a member ex officio on the Board with the same rights as other Board Members. In addition, the Breed Founder may be an ex officio member of all committees, except the Nominating Committee, with the same rights to participate fully in the proceedings of said committees. The Breed Founder is not counted in determining the number required for a quorum nor in determining whether a quorum is present in committee meetings/votes.
- B. The ISWS Registrar shall be a member ex officio on the Board with the right to cast a vote on all matters pertaining to ISWS Registration and the recognition of the Silken Windhound by other organizations and/or registries. In the event of the Registrar's resignation, removal or death, the Board of Directors shall appoint a successor determined by a majority vote of the Board.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and European Delegate 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. The President shall have the power to appoint standing and special committees subject to the approval of the Board. The President shall be a member ex officio of all committees except the Nominating Committee and has the right, but not the obligation, to participate in the proceedings of the committees, and is not counted in determining the number required for a quorum, or whether a quorum is present at a committee meeting. The President shall have the right to cast a vote in committee proceedings.

(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. The Vice President shall encourage and aid all committees (except for the Nominating Committee) appointed and/or approved by the Board and shall routinely report the progress of each committee as well as committee recommendations.

(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, including a record of votes taken; notify members of meetings, send letters of committee appointments, notify officers and directors of their election to office, make available to the membership the Club's minutes and carry out such other duties as are prescribed in these Bylaws or in the Club's Standing Rules. In the event the Recording Secretary is absent or incapacitated, the Corresponding Secretary shall assume the duties of the Recording Secretary until either the Recording Secretary's return or until the position, if vacant, is filled by the provisions of these bylaws.

(d) The Corresponding Secretary shall have charge of the general correspondence, notify new members of their election to membership or a denial of membership, generate incentives to attract new members, devise means of retaining current members, keep a roll of the members of the club with their addresses and other pertinent information and carry out such other duties as are prescribed in these bylaws or in the club's Standing Rules. In the event the Corresponding Secretary is absent or incapacitated, the Recording Secretary shall assume the duties of the Corresponding Secretary until either the Corresponding Secretary's return or until the position, if vacant, is filled by the provisions of these bylaws.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies 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 monies received and expended during the previous fiscal year. The Treasurer may be bonded, if applicable, in such amount as the Board of Directors shall determine and the ISWS treasurer shall pay the cost of the bond from the ISWS treasury.

(f) The European Delegate shall serve as a representative for the European membership and act for the interests and concerns of those members in carrying out the objectives of the ISWS. The European Delegate shall also perform other duties as requested by the Board.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

SECTION 4. Term Limits. No elected office shall be held by the same person for more than two (2) full consecutive terms, although that person may be elected to that office again after a period of one (1) term has passed since their service in that office. There shall be no limit on the number of consecutive terms which may be served on the Board by reason of election to different offices.

ARTICLE IV The Club Year, Nominations, Elections and Voting

SECTION 1. Club Year. The Club's fiscal and official year shall begin on the first day of January and end on the last day of December.

SECTION 2. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. The annual election of officers, delegates, amendments to the Constitution and ByLaws and the Standard for the Breed shall be decided by written ballot. The Board may decide to submit other specific questions for decision of the members by written ballot.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office or position shall be declared elected. The President, Recording Secretary and European Delegate shall be elected in even-numbered years. The Vice President, Corresponding Secretary, and Treasurer shall be elected in the odd-numbered years. If any nominee, at the time of the deadline for ballots, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board in the manner provided by Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated according to these ByLaws. During the month of July, the board shall select a Nominating Committee consisting of three members and two alternates, all of whom shall be members in good standing. One member of the committee may be a member of the Board, but said member shall not be a candidate for election to the Board in that year's election. The Recording Secretary shall immediately notify the committeemen and alternates of their selection and provide the committee with a list of eligible members. The board or the nominating committee 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 September 15th. The Recording Secretary shall report to the membership the names and contact information of the members of the Nominating Committee and its Chairman.

At the same time, the Board shall appoint an Inspector of Elections/Tabulator from among the members in good standing or they may appoint an independent Tabulator from outside the Club's membership when voting by secret ballot. No Inspector of Elections/Tabulator shall be a member of the current Board nor may they be nominated as a candidate in the election.

(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 Recording Secretary in writing along with a resume for each nominee. No person shall be nominated for an elected office unless he shall have been a member of the Club for at least one year prior to the election.

(b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify each member in writing of the candidates so nominated no later than the 1st of October.

(c) Additional nominations may be made by written petition to be received no later than the 31st of October. The petition shall be accompanied by a written notice of acceptance of the nominee signifying his/her willingness to be a candidate and a resume of experience. 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.

(e) If no valid additional nominations are received by the Recording Secretary on or before midnight, October 31, the Nominating Committee slate shall be declared elected and take office on January 1.

(f) If one or more valid additional nominations are received by the Recording Secretary on or before midnight, October 31, the Recording Secretary shall by December 1, send to each member a ballot listing all of the nominees for each contested position in alphabetical order, along with a brief profile of the candidate(s). The Corresponding Secretary shall provide the Inspector of Elections the list of members who are in good standing. To be valid, the ballot must reach the Inspector of Elections/Tabulator on or before midnight, December 28th. The Recording Secretary shall obtain from the Inspector of Elections/Tabulator the certified results of the election and the names of the members who voted, and will notify those candidates elected by January 1. Officers and Directors shall take office on January 15th.

SECTION 5. Succession. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty days of his/her successor taking office.

SECTION 6. Ties. In the event of a tie between candidates receiving the highest number of votes, a run-off election shall be announced by the Board to take place as close in date to the previous election as is reasonable possible, but no later than sixty (60) days after the election results have been announced.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club in such matters that include but are not limited to dog events, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. 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.

ARTICLE VI Discipline

SECTION 1. Suspension. Any member who is suspended from the privileges of The International Silken Windhound Society may not reapply for membership until one year from the date of the suspension.

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 charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$25.00, which shall be forfeited if such charges are not sustained by the board 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, and **the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. 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 nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than one year from the date of the hearing. And, if it 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 finding shall be put in written form and filed with the Recording Secretary. The Recording 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 regular 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 taken 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 wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (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.

SECTION 5. *Misconduct or Dereliction of Duty in Office.* The failure of any Board member to abide by the standing rules of the Constitution and Bylaws shall be construed as misconduct. The failure of any Board member to perform the duties of the elected Board position as outlined in these Bylaws shall be construed as dereliction of duty. Any vacancy occurring on the Board due to removal for cause shall be filled as provided in Article III Section 3 of these Bylaws.

- A. Valid causes for removal of an elected officer or delegate:
 1. Continued, gross, or willful neglect of the duties of the office
 2. Unauthorized expenditures, signing of checks, or misuse of club funds
 3. Misrepresentation of the club and its Board members
 4. Conviction for a felony
- B. Should a Board member refuse to resign for misconduct or dereliction of duty in office, the Board member in question can be deposed from office by one of the following:
 1. A two-thirds (2/3) vote of all the members of the Board, after the subject Board member has been provided an opportunity to respond;
 2. A petition by twenty (20) percent of the members in good standing requiring the Board to immediately present to the membership a ballot for or against removing a specific Board member for cause, so long as the subject Board member is provided an opportunity to respond. The outcome shall be decided by an affirmative vote of two-thirds (2/3) of all the members in good standing.

ARTICLE VII Amendments

SECTION 1. *By Petition.* Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty (20) percent of the membership in good standing. The petition must include the intent of the change(s) to be considered. 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2. *By Voting.* The Constitution and Bylaws may be amended by a two-thirds (²/3) secret vote of the members present and voting at any regular or special meeting called for the purpose, or via mailed ballot, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two (2) weeks prior to the date of the meeting. If utilizing a mailed ballot, any ballots received after the specified deadline shall be declared invalid. The Board of Directors shall appoint a tabulator for the purposes of counting the votes.

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. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

SECTION 1. At physical 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

Meeting minutes and any Board or committee reports shall be made available to the members.

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

Election of new members

Unfinished business

New business

Adjournment

Meeting minutes and any Board or committee reports shall be made available to the members on a regular basis.

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.

ARTICLE XI Indemnification

SECTION 1. Every Director and Officer of the corporation or organization and his heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the corporation given at any meeting of the Board of Directors (*members*), from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation or organization, for and against;

- A. All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought or commenced against him for or in respect of any act or thing whatsoever made or permitted by her or him in and about the execution of duties of office having acted in good faith in the reasonable belief that such action was in the best interests of the corporation.
- B. All other costs, charges and expenses sustained or incurred in relation to the affect thereof, except those which are caused by his or her own willful neglect or default.