

**SPORTING DOG ASSOCIATION OF ARIZONA, INC.
CONSTITUTION AND BY-LAWS**

CONSTITUTION

**Article I
NAME AND OBJECTIVES**

SECTION 1. The name of the club shall be the Sporting Dog Association of Arizona, Inc.

SECTION 2. The object of the Club shall be:

(a) To further the advancement of all Sporting breeds.

(b) To do all in its power to protect and advance the interest of purebred sporting dog AKC events and to encourage sportsmanlike competition at such events.

(c) To conduct licensed and sanctioned dog shows, performance events, matches and purebred sporting dog events under the rules and regulations of the American Kennel Club.

(d) To educate judges, fanciers, and the general public about purebred sporting dogs.

SECTION 3. The Club is organized and will be operated exclusively for pleasure, recreation and other non-profit purposes, and will not engage in any activity not permitted to be carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations as they are now or hereafter exist. 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 by-laws as may be required to carry out these objects.

BY-LAWS

**Article I
Membership**

SECTION 1. Membership

(a) Classification:

Regular memberships shall be open to all persons 18 years of age or older who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. Regular members shall have the right to vote and hold office.

Junior memberships shall be open to all persons 10 through 17 years of age who otherwise meet the above requirements. A Junior member shall not have the right to vote or hold office. Junior members may automatically convert to regular or associate membership upon reaching their 18th birthday. All Junior members will be eligible for all special awards given by the Club and are welcome to participate in all Club activities and as spectators at all general membership meetings with a voice but no vote.

Associate memberships are offered to individuals, and to sporting dog clubs within or outside the club's designated area, and inactive or non-local persons. Associate members shall not have the right to vote or hold office nor are they considered in determining quorums. 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 designated area. All associate members will be eligible for all special awards given by the Club and are welcome to participate in all Club activities and as spectators at all general membership meetings with a voice but no vote.

(b) Eligibility

SPORTING DOG ASSOCIATION OF ARIZONA, INC. CONSTITUTION AND BY-LAWS

All new members applying for regular membership status will first be associate members for a period of one year, and will serve on at least one committee during that year

SECTION 2. Dues. Membership dues shall be determined by the Board of Directors with prior notice and 2/3 concurrence of the membership in attendance at the November meeting and shall be due and payable on or before the 1st day of January of each year. Dues for regular members shall not exceed \$120.00 per year; dues for associate members shall not exceed \$90 per year. No later than December 1st, the Treasurer shall notify each member of the dues for the ensuing year. Any member who has not paid his dues for the current year shall be considered as not being in good standing with the Club and no such member may vote upon any question or in any election. Junior member's dues shall be the same as that of the regular member except when either or both parent(s) or guardian(s) are members in good standing and reside at the same household; in which case, the dues will be 50 percent of the regular single membership dues. In this case no separate Club bulletins or any other Club matter shall be mailed to the said junior member. Associate member dues will be seventy-five percent of regular single membership dues.

SECTION 3 Elections to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the rules of American Kennel Club and the Constitution and By-laws of the Club. The application shall state the names, address and any other information as the Board of Directors may direct and it shall carry the endorsement of at least two (2) members in good standing with the Club who are not members of the same household as the applicant. Accompanying the application, the applicant shall submit dues for the current year. All applications are to be filed with Secretary. Each application shall be read at two meetings of the club and the names included in the notice for the following meeting and acted upon at that meeting. Election to membership shall be by written ballot. The affirmative vote of 2/3 of the members present and voting at the meeting shall be required to elect the applicant. The Secretary shall notify by each applicant of their acceptance or rejection within ten (10) days following such action by the Club. Applicants who are rejected by the Club will have their dues returned to them and may not reapply within 12 months after such rejection.

SECTION 4 Termination of Membership. Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the 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.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 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) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-laws.
- (d) Anyone who has resigned or whose membership has lapsed may reapply for membership in accordance with Section 3 of this Article.

Article II **Meetings and Voting**

Section 1 Club Meetings. Regular meetings of the Club shall hold a minimum of six meetings per year within the greater Phoenix area which is in turn within the club's designated area defined as Maricopa county, Arizona, at such time and place as may be designated by the board of directors. The Secretary shall send members notice of such meetings not less than 10 days or more than 2 weeks prior to the date of the meeting. Such sent notice shall state the time and place of the meeting. The quorum for such meetings shall be 20 percent of the voting members in good standing.

SECTION 2 Special Club Meetings. Special meetings of the Club may be called by the President, or by a majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board of Directors; and shall 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 within the Greater Phoenix area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall send notice of such meetings not less than five (5) days or more than fifteen (15) days prior to the date of the meeting. Such sent notice shall state the time, place and the purpose of the meeting, and that no other Club business may be transacted thereat. The quorum for such meeting shall be 20 percent of

SPORTING DOG ASSOCIATION OF ARIZONA, INC. CONSTITUTION AND BY-LAWS

the members in good standing and must include at least seventy-five percent of the petitioners.

SECTION 3 Board Meetings. Meetings of the Board of Directors shall be held within the Greater Phoenix area at such date, hour and place as may be designated by the Board of Directors and in no case shall there be less than four (4) meetings per year. The secretary shall send notice of such meeting not less than five (5) days or more than fifteen (15) days prior to the meeting. Such sent notice shall state the time and place of the meeting. Quorum for meetings of the Board of Directors shall be a majority of the Board.

SECTION 4. Special Board of Directors Meetings- Special meetings of the Board of Directors may be called by the Board and shall be called by the Secretary upon receipt of a written request signed by a majority of the Board. Such special meetings shall be held within the Greater Phoenix area at such time and place as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall send notice of such meetings not less the five- (5) days or more than fifteen (15) days prior to the date of the meeting. Such sent notice shall state the time, place and purpose of the meeting, and that no other business shall be transacted thereat. Quorum for such a meeting shall be majority of the Board.

SECTION 5 Voting. At meetings of the Club each regular member in good standing whose dues are paid for the current year shall be entitled to one vote on any question coming before the meeting. At meetings of the Board of Directors each member of the Board shall be entitled to vote once on any question coming before the meeting. No absentee or proxy voting will be permitted at any meeting or election.

Article III **Directors and Officers**

SECTION 1 Board of Directors. The Board of Directors shall be comprised of the officers, the immediate past president (who shall serve for one term only), and three (3) other persons, all of whom shall be regular members in good standing and all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected and qualified. The Board of Directors shall be in charge of the general management of the Club's affairs and will conduct those affairs pursuant to these By-laws and applicable laws, ordinances and governmental regulations.

SECTION 2 Officers. 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 of Directors and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-laws.
- (b) The Vice President shall have the duties and exercise powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and the Board of Directors and of all matters of which a record shall be ordered by the Club; have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a current roll of the members of the Club with their last known addresses and to carry out such other duties as prescribed by these By-laws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club and receipts therefore. He shall deposit it in a federally insured depository satisfactory to the Board of Directors in the name of the Club. His books shall at all times be open to inspection by the Board of Directors and he shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous year, which account shall have been certified by the Board of Directors. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

SECTION 3 Vacancies. Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled until the next annual meeting by a majority vote of all of the then members of the Board of Directors at its first meeting

SPORTING DOG ASSOCIATION OF ARIZONA, INC. CONSTITUTION AND BY-LAWS

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 of Directors.

Article IV **The Club Year, Annual Meetings, Elections**

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

SECTION 2 Annual Meeting. The regular Club meeting in February shall be known as the annual meeting and shall be for the purpose of electing officers and directors, receiving reports of officers and committees and for any other business that may arise.

SECTION 3 Election. Elections of officers and directors shall be at the annual meeting by secret written ballot with no allowance for write-ins. No person shall be elected to office unless he is a regular member in good standing of the Club, and shall have been nominated for that office in accordance with these By-laws. In the event of an unopposed position, the nominee will be declared elected. The ballot shall contain only those positions with opposition.

For each office where a candidate receives a majority vote, the Chair declares the candidate elected. If any office remains unfilled after the first ballot, the balloting shall be repeated for that office as many times as necessary to obtain a majority vote for a single candidate.

In case of election of members to the Board, if more than three (3) candidates receive a majority vote, the position is filled by the three (3) receiving the largest number of votes. If less than three (3) candidates receive a majority vote, those who do have a majority are elected, and all other candidates remain on the ballot for the necessary repeated balloting.

Newly elected officers and board members shall take office immediately upon adjournment of the meeting at which they are elected and each retiring officers must turn over to his successor in office all properties and records relating to that office within thirty (30) days after election. If Club records are retained unnecessarily, legal action may be taken to secure those records.

SECTION 4 Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September the Board of Directors shall select a nominating committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board of Directors. The Secretary shall immediately notify each committee member and alternate of his or her selection. The Board of Directors shall designate one (1) member of the committee to act as Chairman and it shall be his duty to call a meeting of the committee, which shall be held on or before the 1st day of October.

(a) The committee shall nominate one (1) candidate for each office and one (1) candidate for the other eligible positions on the Board of Directors. After securing the written consent of each person so nominated, the committee shall immediately report the nominations to the Secretary in writing.

(b) Upon receipt of the nominating committee's report, the Secretary shall, at least two (2) weeks before the November meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting of the Club by any member in attendance, provided that the person nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one (1) position, and the additional nominations, which are provided, for herein may be made only from among those members who have not accepted a nomination from the nominating committee.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

SPORTING DOG ASSOCIATION OF ARIZONA, INC. CONSTITUTION AND BY-LAWS

Article IV Committees

SECTION 1 Committees. Each year the Board may appoint standing committee chairpersons to advance the work of the Club in such matters such as dog shows, performance events, matches, annual awards, trophies, membership, education and other fields, which may well be served by committees. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors to aid in on particular projects.

SECTION 2 Any committee appointee may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; the Board of Directors may appoint successors to those persons whose services have been terminated.

(a) By resignation. A committee chairperson may resign from any committee to which he has been appointed by sending written notice of such resignation to the Secretary.

(b) By removal. The Board of Directors may remove any committee chairperson from any committee provided that written notice of such removal shall be mailed to the committee member by the Secretary not more than five (5) days following such Board action.

All retiring committee chairpersons upon ending their duties shall turn over to their successor or to the Board of Directors all records developed during their tenure that pertain to that committee. Any unnecessary retention of said records would subject the chairperson to legal action.

Article VI Discipline

SECTION 1 American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period. Since suspension is a temporary loss of privileges, a member who has been suspended of AKC privileges shall be reinstated to all club privileges at the end of the term of suspension provided any dues owed are brought up to-date.

SECTION 2 Charges. Any member in good standing may prefer charges against any other member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 that shall be forfeited if the Board of Directors following a hearing does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board meeting, and the Board of Directors 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 of Directors considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of a hearing by the Board of Directors neither less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges 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 of Directors 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 of Directors may by a majority vote of those present and depending on the severity of the charges reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of hearing. And, if it deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In either case, the Board of Director's action shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board of Director's recommendation. Immediately after the Board of Directors 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 Board of Director's decision and penalty, if any.

SPORTING DOG ASSOCIATION OF ARIZONA, INC. CONSTITUTION AND BY-LAWS

SECTION 4 Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board of Directors hearing and upon the Board of Director'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 sixty (60) days but not earlier than thirty (30) days after the date of the Board of Director'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 of Director's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The membership present at the meeting shall then vote by written ballot on the proposed expulsion. A 2/3 vote in the affirmative of members present at the meeting shall be necessary for expulsion. In the event the 2/3 vote is not obtained, the suspension imposed by the Board of Director shall still stand.

Article VII **Amendments**

SECTION 1. Amendment to these By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the regular members 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 (3) months of the date when the Secretary received the petition.

SECTION 2. The By-laws may be amended by a 2/3 secret vote of the members voting at any regular or special meeting called for the purpose, providing the proposed amendments have been included in the notice of meeting at least 2 weeks prior to the date of the meeting.

Article VIII **Dissolution**

SECTION 1. The Club may be dissolved at any time in the following manner. The Board of Directors shall adopt a resolution recommending that the Club be dissolved, and directing that the question of dissolution be submitted to a vote at either a regular or special meeting of the members. Written notice of the preding dissolution vote shall be sent to all members in good standing at least two weeks prior to the date of the meeting, unless otherwise required by state law. ... Such notice shall state the time and place of the meeting. A resolution to dissolve the Club shall be adopted upon receiving 2/3 of the votes which members present are entitled to cast.

SECTION 2. 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 exclusively in furtherance of the Club's objectives to a charitable organization then exempt under the Internal Revenue Code and its Regulations as they now or hereafter exist for the benefit of dogs selected by the Board of Directors.

Article IX **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
Minutes of the last meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Reports of Committees
Election of Officers and Board of Directors (at annual meeting)
Election of new members
Unfinished business
New business

**SPORTING DOG ASSOCIATION OF ARIZONA, INC.
CONSTITUTION AND BY-LAWS**

Adjournment

SECTION 2. At meetings of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present shall be as follows:

Minutes of the last meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Report of Committees
Unfinished business
New business
Adjournment

**SPORTING DOG ASSOCIATION OF ARIZONA, INC.
CONSTITUTION AND BY-LAWS**

Article X
Adoption

SECTION 1. These By-laws shall become effective when adopted in accordance with Article VII of the By-laws of the Sporting Dog Association of Arizona, Inc.

Article XI
Rules of Order

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 the Constitution and By-laws and any other special rules of order adopted by the Club.

I hereby certify that the Sporting Dog Association of Arizona, Inc. adopted and approved the foregoing Constitution and By-laws at the organizational meeting of the incorporators March 24, 2007. Revised in accordance with requirements of the American Kennel Club and adopted pursuant to Article VII on September 17, 2008.

President

Secretary