

Proposed on August 10, 2011

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be "The Czechoslovakian Vlcak Club of America"

SECTION 2. The objects of the club shall be:

- (a) to encourage and promote quality and responsibility in the breeding and ownership of purebred Czechoslovakian Vlcaks 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 Czechoslovakian Vlcaks shall be judged
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at all times
- (d) To conduct sanctioned matches, specialty shows, companion and performance tests and trials and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club
- (e) To publish literature and periodicals in the interest of the Czechoslovakian Vlcak

SECTION 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS
ARTICLE I
Membership

SECTION 1. Eligibility. There shall be six (6) types of membership open to all persons 18 years of age and older, as well as junior membership, which is available to persons under the age of 18, who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

Regular (Individual) — Open to adults (18+) who own, co-own, or have owned a Czechoslovakian Vlcak in the past twelve (12) months (counted from date of signature upon application). After three years as a regular member in good standing, individual may remain with regular member status for the remainder of their lifetime (so long as membership is not terminated), regardless of ownership. Enjoys all club privileges including the right to vote and hold office. Dues shall not exceed \$50.00

Household — Two (2) adult members residing in the same household, each eligible to vote and hold office. Both adults must meet the qualifications for individual membership. Dues shall not exceed \$100.00

Foreign — for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and office holding. Dues shall not exceed \$30.00

Associate — Entitled to all club privileges except voting and office holding. Offered to fanciers of the breed who do not currently own, or have not owned a Czechoslovakian Vlcak in the past twelve (12) months.* Dues shall not exceed \$30.00

* If associate member acquires a Czechoslovakian Vlcak during the membership year, the member may pay the difference in dues between regular membership and associate membership and automatically convert to regular membership. Notice of status change will be announced and recorded at the Board meeting following associate member's request and payment of remaining dues.

Junior — Open to children under 18 years of age; a non-voting/non office holding membership. Dues shall not exceed \$30.00.

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. At the Board's discretion, the qualification of ownership maybe be

disregarded if an Honorary member chooses to become a regular member.

Life — For those individuals who have been regular members continuously for at least 20 years. Life members pay no dues but are eligible to vote and hold office.

SECTION 2. Dues. Membership dues are 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 December the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to Membership.

(a) 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, bylaws, code of ethics 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, as well as a copy of the CSVCA Code of Ethics, bearing the applicant(s) signature. The name(s) of the applicant(s) and the names of the two endorsers shall be published on the CSVCA club online newsletter as soon as possible after the receipt of their application. The applicant will be notified that his/her application has been received. Within sixty (60) days following the publication in the Club newsletter in which the name of the applicant is listed, the applicant will be sent a letter granting the applicant all privileges of the Club including the right to vote (for regular/household members), provided no written objection has been filed with the Membership Chairman. Written and signed objections must be filed within 30 days of the publication of the applicant's name. Publication date will start from the date the email is sent to club members. If an objection is filed, a hold will be placed on such person's application pending expeditious investigation by the Membership Chairperson and a report will be submitted within forty-five (45) days to the Board of Directors by the Membership Chairman. The Board will address this at the next regularly scheduled meeting of the Board of Directors. If there are objections to an applicant, an affirmative vote of two-thirds of the Directors present at a meeting of the Board shall be required for membership. A vote on membership applications shall be secret.

(b) Upon election, applicants shall be so notified by the Secretary or Membership Chairperson and shall receive a membership card, a copy of these By-Laws, a copy of the Standard of the Czechoslovakian Vlcak and other appropriate material. An applicant who has received a negative vote by the Board may be presented for membership by one of the applicant's endorsers at the next Annual Meeting of the Club. The Club may elect such an applicant by a favorable vote of 75% of the members present. Applicants for membership who have been rejected by the club may not reapply within one year after such rejection.

SECTION 4. *Termination of Membership.* Memberships 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 thirty (30) days after the first day of the fiscal year; however, the board may grant an additional thirty (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 VII of these bylaws.

SECTION 5. *Good Standing.* A member in good standing is one whose dues are paid, and who is not under suspension by the Czechoslovakian Vlcak Club of America or the American Kennel Club.

ARTICLE II Meetings

SECTION 1. *Annual Meeting.* The annual meeting shall be held in the month of June, July, or August.

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 Secretary upon receipt of a petition signed by five 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 mailed by the Secretary at least five days and not more than 15 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 members in good standing.

SECTION 3. *Board Meetings.* Meetings of the board of directors shall be held every other month in via telephone conference call or via video conference at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 4. *Special Board Meetings.* Special meetings of the board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of

the board. Such special meetings shall be held 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 mailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

ARTICLE III

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 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 IV

Directors, Officers and Club Credentials

SECTION 1. *Board of Directors.* The board shall be comprised of the officers, all of whom shall be members in good standing and all of whom shall be elected for two-year terms via US mail ballot in the thirty (30) days prior to 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 of directors.**

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 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 also serve in the capacity of AKC Delegate.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary delegate 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; 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, 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, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.
- (d) 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 Treasurer shall be bonded in such amount as the board of directors shall determine.

SECTION 4. *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 3. *Club Credentials.* Use of the Club stationery, past or present, or logos and insignia of the Czechoslovakian Vlcak Club of America, by any persons other than current officers and members of the Board of Directors, or anyone specifically authorized by the Board of Directors, is prohibited. Also restricted is use of such stationery for any purposes other than the official business of this Club.

ARTICLE V

The Club Year, Voting, Elections, Nominations

SECTION 1. *Club Year.* The club's fiscal year and official year shall begin on the first day of January and end on the last day of December. The elected Officers and Directors shall take office on January 1 following the Annual Meeting. 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 2. *Voting.* At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for election of Officers and Directors, and except for amendments to the By-Laws and to the Standard for the breed, which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. Each member in good standing whose dues are paid for the current year shall be entitled to one.

SECTION 3. *Elections.*

(a) The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. Directors shall serve a two (2) year term.

(b) At the Annual Meeting for the election of Officers and Directors, the vote shall be conducted by a ballot cast by mail.

(c) In order to count, a ballot must be received by the agent appointed by the Board of Directors to tabulate the results, no later than midnight of the day one (1) week preceding the Annual Meeting of the Czechoslovakian Vlcak Club of America, on election years. A report of the results of such balloting shall be delivered in a sealed envelope to the Secretary by the agent, or its designees, prior to the Annual Meeting, and shall not be opened except at the Annual Meeting, in the presence of the members assembled. No ballots other than those mailed by the Secretary shall count. The agent

shall have been appointed in advance by the Board of Directors for the purpose of conducting the election. All ballots shall remain in the hands of the agent for a period of at least six (6) months subsequent to the election and then be destroyed by her/him.

SECTION 4. *Nominations.* No person may be a candidate in a club election who has not been nominated. During the month of February of election years, 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 committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before March 15.

(a) The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Additional nominations may be made in written petition, addressed to the Secretary and received at his/her regular address on or before sixty (60) days prior to the date of the next Annual Meeting, signed by ten (10) members in good standing and accompanied by a written agreement of each such additional nominee signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) position.

(c) If one or more valid additional nominations are received by the Secretary, he/she shall mail to each member in good standing, on or before thirty (30) days prior to the Annual Meeting, a ballot listing all of the nominees for each position in alphabetical order, together with an envelope addressed to the agent appointed to count the ballots. The envelope shall be marked "Ballot," and shall bear the name of the member by whom it was sent, so that the agent may check the credentials of such person.

(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 by written petition are received by the Secretary at his/her regular address on or before sixty (60) days prior to the date of the next Annual Meeting, the Nominating Committee's slate shall be declared to have been elected, and no balloting will be required.

ARTICLE VI

Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as health, breeding, rescue, dog shows, obedience trials, trophies, annual prizes,

membership, elections, nominations 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 VII

Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from all the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

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 Secretary together with a deposit of \$250.00, which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and **the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best 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 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 (a reprimand is 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) or suspend the defendant from all privileges of the club for not more than six months 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 Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a 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 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 VIII

Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. The petition must be received by the Secretary no later than 45 days prior to the date of the next meeting of the Board of Directors in order to be considered at that meeting of the Board. Every petition shall be limited to one subject and must include the following:

- a) Petition subject must appear at the top of each page of the petition.
- b) Each member's signature, printed name and address, shall appear on a single line.
- c) The signature, printed name and address of the Petition Circulator must appear at the bottom of each page.

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.

SECTION 2. The By-Laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The notification shall specify a date not less than thirty (30) days after the date of mailing, by which date the ballots must be returned to the Secretary or agent designated by the Board of Directors to be counted. The favorable vote of two-thirds (2/3) of the members in good standing whose ballots are returned within the stated time limit, shall be required to ratify any such amendment.

SECTION 3. No amendment to the constitution bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX

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 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.