

These Bylaws are subject to and governed by the New York State Not-For-Profit Corporation Laws and the Articles of Incorporation of The Dachshund Club of America, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the New York State Not-For-Profit Corporation Laws, the New York State Not-For-Profit Corporation Act will be controlling.

## **DACHSHUND CLUB OF AMERICA, INC. BYLAWS**

Last Amended: August 31, 2023

### **ARTICLE I. Name and Purpose**

Section 1. The name of the club shall be "Dachshund Club of America, Inc."

Section 2. The purposes of the club shall be:

- A. to do everything possible to bring the natural qualities of purebred Dachshunds to perfection;
- B. to encourage the organization of independent local Dachshund Clubs in those localities where there are sufficient fanciers of the Breed to meet the requirements of The American Kennel Club;
- C. to encourage members, breeders, and exhibitors to accept the standard of the Breed as approved by The American Kennel Club as the only standard of excellence by which Dachshunds shall be judged;
- D. to do everything in its power to protect and advance the interests of the Breed and to encourage sportsmanlike competition at dog shows, including field and obedience trials; and,
- E. to conduct sanctioned Matches and Specialty Shows, including Field Trials, Obedience Trials, Earthdog Tests, Tracking Tests and Agility Trials and any other events for which the Club is eligible pursuant to the rules of the American Kennel Club.

Section 3. In accordance with Federal and New York State law, 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 Article I.

Section 4. The members of the Club shall adopt and may from time to time revise these Bylaws as may be required to carry out these purposes.

## **ARTICLE II. Membership**

### **Section 1. Eligibility:**

There shall be four types of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club:

A. **Regular Single Membership:** open to a citizen and resident of the United States eighteen (18) years of age and older who will enjoy all the privileges of the club including the right to vote and hold office.

B. **Regular Dual Membership:** open to two citizens and residents of the United States eighteen (18) years of age and older who reside in the same household. They enjoy all the privileges of the club, including the right to vote and hold office. Each Regular Dual Member is entitled to one vote.

C. **Junior Membership:** open to persons 9-17 years of age. Junior members cannot vote or hold office and do not count in the determination of a quorum. Upon reaching the 18th birthday, a junior member may apply to convert to the appropriate membership. Junior members do not pay dues.

D. **Foreign Membership, Single or Dual:** open to one or two persons eighteen (18) years of age and older who are not citizens and residents of the United States. Foreign members enjoy all the privileges of the Club, except that they cannot vote or hold office and do not count in the determination of a quorum. Dues are set to include the cost of printing the Newsletter and postal expenses.

### **Section 2. Minimum Membership Requirements**

#### **A. Regular Single or Dual U.S. Membership:**

1. **Event Participation:** Three years with Dachshunds in AKC conformation, performance, or companion events.
2. **Breed Ownership:** Own one or more Dachshunds that have resided in applicant's household for three or more years at the time of the submission of the application.
3. **Care & Condition Visits:** At least one visit where the dogs reside by the sponsor or DCA Regular Member designated by the sponsor.
4. **Sponsors:** Two Regular Members not from the same household. Regular Members are limited to sponsoring two applicants in a calendar year, January 1 through December 31. (Explanation: determined by the date the Membership Secretary receives a properly completed application)

### Junior Membership:

1. Club Membership: Not required.
2. Event Participation: One year's participation with Dachshunds in AKC conformation, performance, or companion events.
3. Breed Ownership: Not required, however, has had one or more Dachshunds residing in applicant's household for one year at time of application.
4. Home Visits: Not Required.
5. Sponsors: Two Regular members not from the same household. (Sponsors are limited to sponsoring two applicants in a calendar year).

### B. Foreign Membership:

1. Club Membership: Five years membership in home country's Dachshund Club recognized by the AKC as a reciprocating Kennel Club.
2. Event Participation: Three years participation in home country's "Official" conformation, performance, or companion events.
3. Breed Ownership: Own one or more Dachshunds that have resided in applicant's household for a minimum of three years at the time of the application's submission.
4. Home Visits: Not Required.
5. Sponsors: Two sponsors may be either Foreign or Regular members, but not from the same household.

### Section 3. Dues:

Membership dues for each membership type shall be in such amount per year as shall be determined by a majority vote at an annual meeting of the membership or by written ballot cast by mail, such amount to be paid on or before the first day of January of each year. No member may vote whose dues are in arrears for the current year. Prior to the last day of October, the Board appointed Membership Secretary shall have sent to each member a dues statement for the ensuing year.

A. Reinstatement - A former member who has allowed membership to lapse for a duration of not more than eleven months may be reinstated upon payment of dues plus a reinstatement fee. The reinstatement fee shall be set by the board.

### Section 4. Election to Membership:

A. 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 Bylaws of the Club and the rules of The American Kennel Club. The application shall state the name and address of the applicant and shall bear the endorsement of two regular members in good standing. The prospective member shall submit to the Board appointed Membership Secretary the application with the dues payable for the current year.

B. Applicants may be elected at any meeting of the Board of Directors or by mailed written unanimous consent of the Board. Affirmative votes by two-thirds (2/3) of the Board present at a meeting of the Board, or by a unanimous consent of the entire Board taking an action by mail or electronically, shall be required to elect an applicant. When using unanimous consent by mail or electronically, the application of any person proposed for membership shall be held for a vote until the next meeting of the Board at the written request of any member of the Board, provided, however, that no application may be held for more than two consecutive meetings of the Board. The aforementioned written request shall be made in a timely manner as the Board in its discretion may proscribe and the privilege may be limited or otherwise revoked by a majority vote of the Board.

C. An application which has received a negative vote by the Board may be presented by the applicant's sponsor at the next annual meeting of the Club and such applicant may be elected by favorable vote of seventy-five percent {75%} of the members present and voting by secret written ballot.

Section 5. Termination of Membership: Membership shall be terminated:

A. by resignation. Any member in good standing may resign from the Club upon written notice to the Board-appointed Membership Secretary; but no member may resign when in debt to the Club. Dues are obligations which are considered an indebtedness to the Club and become incurred on the first day of January of each fiscal year.

B. by lapsing. A membership will be considered lapsed and terminated if such member's dues remain unpaid on the thirty-first (31st) day of January of each year, unless reinstated as provided in Article II, Section 3, Subsection A. In no event may a person whose dues are unpaid thirty (30) days prior to the date of the meeting be entitled to vote at any Club Meeting or receive Club mailing.

C. by expulsion. A membership may be terminated by expulsion as provided in Article VII, Section 4 of these Bylaws.

Section 6. Member in Good Standing: A member in good standing is one whose dues are current, is not monetarily indebted to the Club, and is not under current disciplinary action.

### **ARTICLE III. Meetings**

Section 1. Annual Meeting:

The annual meeting of the Club shall be held in conjunction with the Club's Specialty Show at a place, date and hour designated by the Board of Directors. In no event shall fewer than 180 days elapse between successive years' annual meetings. Written notice of the annual meeting shall be sent by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the said meeting. The quorum for the annual meeting shall be ten percent (10%) of the members in good standing, including one (1) executive officer.

## Section 2. Special Club Meetings:

Special Club meetings may be called by the President or by a majority of the Directors who are present at a meeting of the Board or who voted by mail or electronically or shall be called by the Corresponding Secretary upon receipt of a petition signed by no fewer than twenty-five (25) members of the Club who are in good standing. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meetings shall be sent by the Corresponding Secretary to each member at least fourteen (14) but not more than thirty (30) days prior to the meetings. The notice of the meeting shall state the purpose for same and no other Club business may be transacted. The quorum for such meetings shall be ten percent (10%) of the members in good standing, including one (1) executive officer.

## Section 3. Board Meetings:

One meeting of the Board shall be held within one week of the Annual Meeting unless otherwise ordered by the Board. No fewer than two other meetings of the Board of Directors per operating year shall be held at such times and places as are designated by a majority of the Board. Written notice of each meeting shall be sent by the Corresponding Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting at meetings in person, or by teleconference or electronically.

## Section 4. Business by Mail and/or electronically:

The Board of Directors may conduct business by Mail and/ or electronically. Affirmative action by mail or email shall require written unanimous consent of the entire Board through the Recording Secretary. Written minutes shall be prepared of all business conducted by the Board of Directors.

- a. Electronically held meetings shall include teleconference and meetings held by other electronic means. For such meetings to be valid each participant must be able to hear simultaneously, and to participate.

# **ARTICLE IV. Directors and Officers**

## Section 1. Management:

General management of the Club's legal, financial, and operational affairs shall be entrusted to the Board of Directors and Officers of the Club. Pursuant to its financial responsibilities, any proposals by the Membership costing more than \$4,000 must be analyzed and approved by the Board.

Section 2. Directors: There shall be twelve (12) positions designated as Directors on the Board of Directors. As provided in Article V hereof, four (4) directors shall be elected each year for a three (3) year term and shall serve until their successors are elected. The remaining directors shall be those directors whose terms have not yet expired.

## Section 3. Officers:

The Club's officers, consisting of the President, First Vice President, Second Vice

President, Corresponding Secretary, Recording Secretary, Treasurer and Delegate to The American Kennel Club, 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 First 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 Second Vice President shall have the duties and exercise the powers of the President in the case of the President's and First Vice President's death, absence or incapacity.

D. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken, and of all matters of which a record shall be ordered by the Club and carry out such other duties normally appurtenant to this office and as are prescribed in these Bylaws.

E. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, and carry out such other duties normally appurtenant to this office and as are prescribed in these Bylaws.

F. The Treasurer shall collect and receive all monies due or belonging to the Club and deposit the same in the name of the Club in a bank approved by the Board. The Treasurer's books shall at all times be open to inspection by the Board and the Treasurer shall promptly provide information and/or records requested by either the Board of Directors or the President of DCA. The Treasurer shall report in writing at every meeting of the Board the condition of the Club's finances and shall provide an Annual Report which shall be a comprehensive report in writing of all activities of the club for the prior fiscal year. The Annual Report of the Treasurer shall be submitted to the members of the Board of Directors on or before March 1 of each year and shall be distributed to the membership by such means as the Board in its discretion may select. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

G. The Delegate shall be the representative of the Club to the AKC and shall attend and participate in and vote in matters coming before the Delegate Body. The Delegate will attend and participate in meetings of relevant subcommittees and shall provide a timely report of each Delegate meeting to the Board. The Delegate will give a presentation to the membership at the Annual Meeting. The Club shall reimburse the Delegate for travel and lodging expenses associated with attendance at Delegate Meetings.

H. The President, First Vice President, Second Vice President, Corresponding

Secretary, Recording Secretary, and Treasurer shall be elected for a one (1) year term; and the Delegate to The American Kennel Club shall be elected for a five (5) year term or each will serve until their successors are elected as provided in Article V hereof.

- I. The Officers, Directors, and Delegate to The American Kennel Club shall comprise the Board of Directors, shall be members in good standing, and must be citizens and residents of the United States.

#### Section 4. Vacancies:

Any vacancies occurring among the Directors or among the Officers aforesaid during the year shall be filled until the next annual election by a majority vote of all the then members of the Board, except that a vacancy in the office of President shall be filled automatically by the First Vice President and the resulting vacancy in the office of First

Vice President shall be filled by the Second Vice President. Where the Board has filled an aforesaid vacancy for the position of Director and the remainder of the original three (3) year term does not expire at the next annual election; the remainder of the term shall be filled in the manner provided in Article V hereof at the next annual election as a separate position from the other Director positions differing in length of term.

#### Section 5. Board Attendance:

Board members are expected to attend at least two in-person Board meetings per year unless prohibited by Executive Order. Failure to attend at least two in-person Board meetings per year for two consecutive years shall operate as the accepted resignation of the Director from the Board.

### **ARTICLE V. The Club Year, Voting, Nominations, Elections**

#### Section 1. Club Year:

The Club's fiscal and operating year shall begin on the first day of January and end on the thirty-first day of December. The elected Officers, Directors and Delegate to The American Kennel Club shall take office on the first day of January as of which date each retiring officer shall turn over to his or her successor in the office all properties and records relating to that office.

#### 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 provided, however, that the annual election of the Officers, Directors and Delegate to The American Kennel Club and amendments to the Bylaws and the Standard for the Breed shall be decided by written ballot cast by mail. To be eligible to vote in the annual election a member must have been accepted into membership and be in good standing as of October 1; and in no event may a member whose dues are in arrears as of the date of a special meeting or of a mailing by written ballot be entitled to vote. Voting by proxy shall not be permitted. The Board of Directors may submit specific questions for decision by the members by written ballot cast by mail.

Section 3. Nominations and Ballots: No person may be a candidate in a Club election who

has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors between and including January 15 and March 15, the members of which shall not be the same in any consecutive year. The Committee shall consist of five (5) members from different areas of the United States, all members in good standing, no more than one (1) of whom may be an Officer or member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, or electronically, which includes telephone conference calls.

A. The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each office and each vacant position on the Board of Directors and the candidate for the Delegate to The American Kennel Club and shall procure the acceptance of each nominee so chosen in writing. The Delegate to The American Kennel Club shall not have any restrictions making him or her ineligible to be seated by the AKC at the beginning of the term (January 1). The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall send the list, including the full name of each candidate and the address at which he or she resides to each member of the Club between August 1 and September 1 of the election year.

B. Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received no later than October 1 signed by no fewer than ten (10) members in good standing and accompanied by the written acceptance of each additional nominee signifying his or her willingness to be a candidate. 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.

C. If no valid additional nominations are received by the Corresponding Secretary by October 1, the Nominating Committee's slate shall be declared elected and no balloting will be required. The Corresponding Secretary shall so inform the members of the Club by mail or electronically to be sent no later than October 15 of the election year. In the case of any individual office or position on the Board for which no valid additional nominations are received by the Corresponding Secretary, the Nominating Committee's slated candidate or candidates shall be declared elected and the members of the Club informed with the ballots for the remaining contested positions.

D. If one or more additional nominations are received by the Corresponding Secretary by October 1 of the election year, he or she shall, by October 15, mail to each member in good standing a ballot listing all of the nominees for each contested position in alphabetical order, with the address at which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary, marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary or other address designated by the Board of Directors. The Inspectors of Election shall, prior to tabulating the results, check the returns against the list of members in good standing as of October 1 and shall certify the eligibility of the voters as well as the results of the voting. The results



of the voting shall be mailed by the Corresponding Secretary to the Members of the Club no later than December 15 of the election year. Alternatively, the Board may direct that the results be published in an issue of the club newsletter mailed to all members.

E. Nominations cannot be made at the annual meeting or in any manner other than as provided as above.

#### Section 4. Annual Election:

In the annual election of Officers, Directors and the Delegate to The American Kennel Club, the vote shall be conducted by written ballot. To be valid, ballots must be received by the Recording Secretary no later than November 20 of the election year. Ballots shall be counted by December 1 by three (3) Inspectors of Election who are members in good standing and who are not members of the current Board of Directors, or at the discretion of the Board of Directors, by an organization unrelated to the Club and qualified to count ballots in elections. The persons receiving the largest number of votes for each position shall be declared elected. Any non-contested position(s) shall be declared elected. If any nominee as of December 1 of the election year is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the Board of Directors in the manner provided in Article IV, Section 4, hereof.

### **ARTICLE VI. Committees**

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. Special committees may also be appointed by the Board to aid it on particular projects. 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 service has been terminated.

### **ARTICLE VII. Discipline**

#### Section 1. American Kennel Club Suspension:

Any member who is suspended from any privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of Ten Dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board or a committee 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 or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by a committee of not fewer than three (3) members of the Board, not fewer than three (3) weeks nor more than

six (6) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail (return receipt requested) together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if desired.

Section 3. Board Hearing: Counsel may attend the hearing if either complainant and/or defendant so requests. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. 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 right of the defendant or his or her representative to appear before his or her fellow members at the ensuing Club meeting which considers the recommendation of the Board or committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn shall notify each of the parties of decision and penalty, if any.

Section 4. Expulsion: Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or committee, as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges, findings, and recommendations and shall invite the defendant, or his or her representative, if present, to speak in his or her own behalf. 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 annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

#### **ARTICLE VIII. Assistant Secretaries**

Assistant Secretaries may be appointed and assigned such duties as are authorized by the Board of Directors. They shall be entitled to attend such meetings and to receive such compensation as may be determined by the Board but shall have no right to vote or otherwise participate in the business transacted.

#### **ARTICLE IX. Order of Business and Procedure**

Section 1. At meetings of the Club the order of business, so far as the character and nature of the meetings may permit, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of the President
- Report of the Corresponding Secretary
- Report of the Recording Secretary
- Report of the Treasurer
- Report of the Delegate

Report of Committees  
Unfinished Business  
Election of New Members  
New Business  
Declaration of Elections (at annual meeting)  
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:

Approval of Minutes of Last Meeting  
Report of the Corresponding Secretary  
Report of the Recording Secretary  
Report of the Membership Secretary  
Report of the Treasurer  
Report of the Delegate  
Reports of Committees  
Unfinished Business  
Election of New Members  
New Business  
Adjournment.

Section 3. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **ARTICLE X. Amendment**

Section 1. Amendments to the Bylaws and to the standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the membership in good standing. All proposed amendments shall be submitted to the members by mail no fewer than sixty (60) days prior to the annual or special meeting at which they are to be discussed. The Board of Directors must submit to the members said proposed amendment with their recommendation for a vote within four months following said annual or special meeting of the Club.

Section 2. The Bylaws and the standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he or she may indicate his or her choice for or against the action to be taken. The notice shall specify a date not fewer than thirty (30) days after the mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendments. The ballots shall be mailed in the form prescribed in Article V, Section 3 above and shall be counted by three (3) tellers

who are members in good standing but not members of the current Board and who shall be chosen by the Board of Directors or, at the discretion of the Board of Directors, by an organization unrelated to the Club and qualified to count ballots.

Section 3. No amendment to the Bylaws or to the standard for the Breed 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 XI. Dissolution**

The Club may be dissolved at any time by the written consent of not fewer than two-thirds (2/3) of the members. 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 which shall be selected by the Board of Directors. Dissolution of the Club must follow New York State law concerning the dissolution of not-for-profit organizations.