



American Miniature Schnauzer Club, Inc.

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CONSTITUTION AND BY-LAWS AMERICAN MINIATURE SCHNAUZER CLUB, INC.* Revised March, 2009

ARTICLE I

NAME AND OBJECTS

Section 1. The name of the Corporation (hereinafter called "the Club" or "AMSC") is the American Miniature Schnauzer Club, Inc.

Section 2. The objects of the Club shall be:

- (a) To encourage and promote the correct type in the breeding of Miniature Schnauzers in conformity with the standard of the breed as set forth by the Club and approved by the American Kennel Club;
- (b) To encourage and promote the exhibition, in conformation, performance, and obedience, of pure-bred Miniature Schnauzers;
- (c) To do all in its power to protect and advance the interests of the breed;
- (d) To conduct licensed specialty shows under the rules of the American Kennel Club;
- (e) To educate the public with regard to breeding, proper care, and maintenance of Miniature Schnauzers;
- (f) To support and encourage research activities designed to improve the health and welfare of Miniature Schnauzers.

Section 3. Intent and Purpose. It is the intent and purpose that the Club shall be organized and operated exclusively for the pursuit and attainment of the above-stated purposes and not for any pecuniary gain or profit to the members hereof; and whatever property, real, personal, or mixed may be acquired by it or whatever income may accrue therefrom shall be held and utilized only for and in the furtherance of the objects and purposes aforesaid.

ARTICLE II

BY-LAWS

Section 1. The rules and procedures governing membership, organization, and administration of the AMSC will be covered in the By-Laws portion of these Constitution and By-Laws.

ARTICLE III

AMENDMENTS

Section 1. This Constitution may be amended by an affirmative two-thirds vote of members voting by mail in accordance with Article XI of the By-Laws.

* *Articles of Incorporation of the American Miniature Schnauzer Club Inc., approved and received for record by the State Department of Assessments and Taxation, State of Maryland, on June 16, 1967.*

BY-LAWS

AMERICAN MINIATURE SCHNAUZER CLUB, INC.

ARTICLE I

MEMBERSHIP

Section 1. Eligibility. Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the objects and intent of the AMSC.

Section 2. Classes of Membership

(a) REGULAR membership shall be open to all persons who are residents in the United States of America who are eighteen (18) years of age or older. A regular member shall have full privileges of the club and shall have the right to vote and shall be eligible to serve on committees and the Board of Governors.

(b) LIFE membership may be conferred upon any Regular member who has rendered valuable services to the club. Such Life membership shall be conferred by 2/3 votes of the Board of Governors or by 2/3 vote of the membership present and voting at a special meeting called for that purpose. A life member shall be exempt from the payment of dues and shall have all rights and privileges of membership.

(c) JUNIOR membership shall be offered to persons under the age 18 years. Such members are not entitled to vote or hold office. They automatically convert to Regular or Foreign Membership upon notifying the Secretary of their 18th birthday.

(d) FOREIGN membership shall be open to persons who are not residents in the United States of America who are eighteen (18) years of age or older and is a non-voting, non-office holding membership. Foreign members, whose membership has been continuous from March 15, 2004 can continue to enjoy voting privileges but would not be eligible for election to an office or Board position. If currently serving on the Board they may continue to do so until they step down or are not re-elected. Foreign Members must be in good standing with their respective country's kennel club.

Section 3. Election to Membership

(a) Each applicant for membership shall apply on a form approved by the Board of Governors, which shall provide that the applicant agrees to abide by these Constitution and By-Laws, the rules of the American Kennel Club, and the policies of the AMSC. The application shall carry the endorsement of two Life or Regular Club members in good standing for a minimum of at least 3 consecutive years and not members of the same household, and dues payment for the current or ensuing year shall accompany the application.

(b) Every application for membership shall be presented to the Board for consideration. The Board shall consider applications for membership at each regular Board meeting. A two-thirds affirmative vote of the Board members present and voting shall be required to elect an applicant.

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- (c) If an application for membership is rejected by the Board, the original sponsors of the applicant may request in writing to the Secretary, within sixty (60) days of the rejection, that a vote by mail of the entire membership be held on their candidate's application for membership. An affirmative two-thirds vote of the members who return ballots is required for approval of membership.
- (d) Names of rejected applicants may not be presented to the Board for reconsideration for six (6) months.

Section 4. Dues

- (a) The amount of the annual dues, maximum \$75, shall be set by action of the Board prior to the mailing of the dues notices.
- (b) Annual dues shall be payable on or before the first day of January of each year.
- (a) Statement of dues payable for the ensuing year shall be mailed to each member at least one month prior to due date.
- (b) No member may vote whose dues are not paid for the current year.

Section 5. Termination of Membership

- (a) by resignation. Any member in good standing may resign from the Club at a regular meeting or upon written notice to the Secretary. Such resignation shall be effective immediately, except that no member may resign while indebted to the Club.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional thirty (30) days grace period to such delinquent members in meritorious cases. Memberships lost due to unpaid dues may be regained only upon reapplication for membership as provided in Article I, Section 3, of these By-Laws and by payment of any indebtedness to the Club.
- (c) by expulsion. A membership shall be terminated by expulsion as provided in Article X of these By-Laws.

Section 6. Termination of Interest. The interest of any member in the property of the Club ceases with the termination of his membership.

ARTICLE II

BOARD OF GOVERNORS

Section 1. The administration of the Club and the care and custody of its property shall be vested in a Board of Governors (hereinafter referred to as "the Board").

- (a) The Board shall be comprised of the four (4) elected officers, the Delegate to the American Kennel Club, the immediate past President and sixteen (16) Governors, all of whom shall be members in good standing of the American Miniature Schnauzer Club.
- (b) The sixteen (16) Governors shall be elected in four (4) classes, each class to consist of four (4) persons to be elected each year for a term of four (4) years.
- (c) The immediate past President shall automatically become a regular Board member for a period of one (1) year, at the expiration of which he shall become eligible for nomination as an officer or regular Board member.
- (d) Local Club delegates shall serve as non-regular members of the Board.

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Section 2. Power and Duties of the Board. The Board of Governors has the authority and responsibility to:

- (a) perform all acts and transact all business for and on behalf of the Club, subject to the provisions of these By-Laws and the resolutions and enactments of the membership, including approval of committees appointed by the President; direction of the activities of committees; selection of the Nominating Committee; approval of Local Club Specialty Shows; and creation and dissolution of special committees and committees of the Board;
- (b) develop and interpret Club policy;
- (c) act upon all questions which may arise as to the proper administration of Club business, in which matters its decision shall be final;
- (d) call its own meetings and meetings of the Club;
- (e) fill vacancies in its own body in case of resignation, dismissal, incapacity, or death;
- (f) elect new Club members;
- (g) suspend memberships as provided in Article X of these By-Laws.

Section 3. Term and Eligibility of Members of the Board of Governors.

- (a) The term of office of each class of Governors shall be four (4) years.
- (b) The term of one class of Governors shall expire each year, with members of that class to be ineligible for nomination as a regular member of the Board until one year has elapsed.
- (c) Except as stipulated herein, any member in good standing shall be eligible to serve on the Board.
- (d) Election shall be as prescribed in ARTICLE VIII of these By-Laws.

Section 4. Participation of Board Members. It is considered essential that all persons elected to serve as members of the Board must be active participants in the work of the Board. Any Board member who does not attend at least one meeting of the Board or participate in other work of the Board during a Club year shall be asked to explain the reasons. Board members who have not participated during the Club year shall be notified that their nonparticipation will be an item on the agenda of the last regular Board meeting of the year. (See Article VIII, Section 1. (c)).

ARTICLE III

OFFICERS AND DELEGATE TO THE AMERICAN KENNEL CLUB

Section 1. The Officers of the AMSC Shall Be: President, Vice-President, Secretary, and Treasurer, who shall perform various functions for the Club as well as the duties implicit in their role as members of the Board of Governors. No person may concurrently hold an executive office in the AMSC and in a Local Miniature Schnauzer Specialty Club. There shall be an AMSC Delegate to the American Kennel Club.

Section 2. Election and Term of Office.

- (a) The term of office for officers shall be one (1) year.
- (b) The term of office of the Delegate to the American Kennel Club shall be two (2) years.
- (c) The Officers, Delegate to the American Kennel Club, and the Governors shall be elected as provided in ARTICLE VIII of these By-Laws.

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Section 3. Executive Duties of Officers and the Delegate to the American Kennel Club.

- (a) Duties of the President. The President is the chief executive officer of the Club who shall schedule (subject to Board approval) and preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office. Subject to the approval of the Board, the President shall appoint all committees except the Nominating Committee and designated special committees of the Board and shall serve as a non-voting *ex officio* member of all committees except the Nominating Committee and special committees of the Board. Within the framework of these By-Laws and approved policy as set forth by the Board, the President shall conduct the business of the Club between Board meetings.
- (b) Duties of the Vice-president. The Vice-president shall have the powers and exercise the duties of the President in case of the President's absence, incapacity, or death.
- (c) Duties of the Secretary. The 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. The Secretary is responsible for the control, safekeeping and issuance of the official Club insignia, medallions and Club Seal. The Secretary shall have charge of the correspondence; notify members of meetings; notify new members of their election to membership; notify officers and Board members of their election to office; keep a roster of Club members with their addresses; and perform such duties as are prescribed in these By-Laws and by the Board. In the absence of the Secretary, these duties may be performed by such person as the President may appoint.
- (d) Duties of the Treasurer. The Treasurer is the chief financial officer of the Club and is in charge of all Club monies and financial records. In this capacity, he shall collect, receive and disburse all monies due or belonging to the Club and receipt therefor; deposit all monies in a bank approved by the Board, in the name of the Club; report at every Board meeting the financial condition of the Club and every item of receipt or payment not before reported; report to the Board any and all members whose dues or other indebtedness remain unpaid; render an account at the Annual Meeting of all monies received and expended during the previous fiscal year; and shall support the development of a budget and other aids or procedures for establishing and monitoring the financial policies of the Club. The books will be audited at least annually and at any other time specified by the Board.
- (e) Duties of the Delegate to the American Kennel Club. The Delegate to the American Kennel Club shall attend meetings of the Delegates to the American Kennel Club and shall advise the AMSC Board and membership of all matters pertinent to the Club and the membership. The Delegate shall serve as liaison between the American Kennel Club and the Club in all matters authorized by the Board, and shall act upon the Board's instructions.

Section 4. Board Properties and Records. Following his term of office, each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the beginning of the new Club year.

ARTICLE IV

LOCAL CLUB DELEGATES

Section 1. Each Local Club which has held an American Kennel Club licensed specialty show shall be entitled to name a Local Club Delegate to the AMSC.

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- (a) The Local Club Delegate shall be a non-regular member of the Board and, unless otherwise serving on the Board, shall have a voice and vote only on those matters pertaining to the Miniature Schnauzer breed standard or which affect Local Clubs.
- (b) Local Club Delegates may submit agenda items at the time such items are solicited for an AMSC Board meeting. Items must be submitted to the Secretary in writing and must be signed by the President or the Secretary of such Local Club.

Section 2. The method of selection and term of office of the Local Club Delegate shall be determined by each eligible Local Club.

- (a) Each Local Club Delegate and designated alternate must be a member in good standing of the Local Club he represents and of the AMSC.
- (b) The Secretary of the AMSC must be notified in writing of the name of the Local Club Delegate. If an alternate is designated to attend a Board meeting, the AMSC Secretary must be so notified in writing, by the Local Club, in advance of such meeting. A member of the Board of Governors of the AMSC may be designated a Local Delegate at meetings of the Board; however, such person shall be entitled to only one vote on any question.

Section 3. The Local Club Delegate shall serve as direct liaison between his Club and the AMSC Board of Governors at Board meetings. Nothing in this function shall be construed as superseding normal business communications between Local Specialty Clubs and the Secretary of the AMSC.

ARTICLE V

CLUB YEAR

Section 1. Fiscal Year. The Club's fiscal year shall begin on the first day of January and shall end on the thirty-first day of December.

Section 2. Official Year. The Club's official year shall begin on the Monday following the official announcement of the election results at each Annual Meeting and shall continue through the Monday following the next Annual Meeting.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held in the month of October in 1981, and in the month of October in all succeeding years,

- (a) Notice of such meeting shall be mailed to the membership at least four (4) weeks prior to the date of the meeting.
- (b) The quorum for such a meeting shall be ten percent (10%) of the members in good standing present and voting.

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 of Governors who are present and voting at any regular or special meeting of the Board, or by the Secretary upon written request of twenty-five (25) members in good standing.

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- (a) Notice of such meeting shall be mailed by the Secretary to all members in good standing at least two (2) weeks prior thereto and said notice shall state the hour, place, and purpose of the meeting and no other business may be transacted thereat.
- (b) The quorum for such a meeting shall be ten percent (10%) of the membership in good standing. Any business conducted at such a meeting shall be by two-thirds affirmative vote of those members present and voting.

Section 3. Board Meetings. There shall be no fewer than three (3) regular Board meetings annually. These meetings shall be held at such hour and place as may be designated by the President, subject to the approval of the Board.

- (a) Notice of each Board meeting shall be mailed by the Secretary at least two (2) weeks prior to the date of the meeting.
- (b) The quorum for any meeting of the Board shall be a majority of the Board.
- (c) Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) “physically” in the same room or conducting a meeting by video conference or teleconference.

Section 4. Special Board Meetings. Special meetings of the Board shall be called by the President upon receipt of a written request signed by at least ten (10) members of the Board. Special meetings shall be held at such hour and place as may be designated by the President, subject to the approval of the Board.

- (a) Notice of such meetings shall be mailed by the Secretary at least two (2) weeks prior thereto. Said notice shall state the purpose of the meeting and no other business shall be transacted thereat.

ARTICLE VII

VOTING

Section 1. AMSC business may be conducted by mail vote, with a minimum response required of ten percent (10%) of the membership. To be counted, mail ballots must be returned within three (3) weeks from the date of mailing the notice, unless otherwise stipulated thereon. All Club business voted by the membership shall be passed by a majority vote, except as otherwise stipulated in these By-Laws.

Section 2. There shall be no proxy vote.

Section 3. All business voted by the Board shall be passed by a two-thirds affirmative vote of those voting, with the exception of the selection of the Nominating Committee and the selection of a member to fill a Board vacancy, which shall be by a majority vote.

Section 4. In the event that a quorum is not present at any Board or membership meeting, the business of the Board and of the Club must be conducted by mail.

- (a) On designation by the President, any business of the Board may be conducted by mail, telephone or telegraph. Telephone votes shall be confirmed in writing to the Secretary by each Board member.

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- (b) Votes by mail, telephone or telegraph shall be considered to be a part of a regular Board meeting. Reporting of such votes shall be incorporated into the Minutes of such meeting and shall show how each Board member voted.
- (c) Business (voting) of the Board may be conducted at meetings or through mail, fax, or e-mail. In order for business to be conducted by e-mail 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 5. The results of voting by the membership on all matters shall be furnished to the membership via mail as soon as possible.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- (a) Nominations of officers, four (4) Governors, and on alternate years, the Delegate to the American Kennel Club shall be made by the Nominating Committee.
- (b) No person may be nominated for more than one position. More than one person may be nominated for any position. The Nominating Committee shall consider all eligible members in good standing in the AMSC. Such consideration shall include qualifications, geographic distribution of the membership of the Board, and willingness of the prospective nominee to attend Board meetings and participate in the work of the AMSC.
- (c) The Nominating Committee shall obtain mailed confirmation from each nominee, signifying his willingness to be a candidate, to accept the responsibility to attend meetings of the Board, and to perform assignments necessary for the conduct of AMSC business.
- (d) The Chairman of the Nominating Committee shall report all nominations and declinations to the Secretary, via mail, no later than the first day of the *third* month preceding the Annual meeting. The Chairman of the Nominating Committee shall report all nominations to the Editor of Amscope no later than the first day of the *third* month preceding the Annual Meeting. The membership shall be informed of the Nominating Committee slate no later than the fifteenth day of the *third* month preceding the Annual Meeting.
- (e) The membership may submit additional nominations by written petition to the Secretary, signed by twenty-five (25) members in good standing. Such petition must be endorsed by the proposed nominee indicating his willingness to be a candidate and to meet the obligations of the office to which nominated. Petitions must be received by the Secretary no later than the *tenth* day of the *second* month preceding the Annual Meeting.
- (f) No person who has declined nomination by the Nominating Committee may be nominated by petition for the same office.
- (g) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

Section 2. Elections. Conduct of elections shall be governed by the rules for Club business conducted by mail, as described in ARTICLE VII of these By-Laws.

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- (a) At the beginning of each Club year, the Board shall name a reputable audit firm to receive and tally election ballots in the event the ballot contains more than one nominee for any position.
- (b) A ballot shall be sent to every member in good standing at least four (4) weeks prior to the Annual Meeting.
- (c) If no valid additional nominations are postmarked on or before the date prescribed in Article VIII, section 1(e), the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (d) If there is more than one nominee for any position, either by action of the Nominating Committee or by petition, the Secretary shall prepare the ballot listing the nominees of the Nominating Committee and the nominees by petition alphabetically with the name of the state in which they reside. The names of candidates for the same office shall be placed on the ballot side by side. Each ballot shall be marked with the Seal of the Corporation. The ballot shall contain instructions regarding the deadline for receipt. Along with each ballot there shall be a blank envelope and a return envelope addressed to the audit firm selected by the Board of Governors Marked "Ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelop, which in turn shall be placed in the second envelop addressed to the audit firm selected by the Board of Governors. The audit firm selected by the Board of Governors shall check the returns against the list of regular members whose dues have been paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting. The audit firm shall be notified by the Secretary of the Club's requirement for its services and instructions regarding validation of the ballots will be provided.
- (e) If ballots are to be tallied by an audit firm, they shall be furnished by the Wednesday preceding the Annual Meeting. The final tally shall be completed on the Thursday preceding the Annual Meeting. The audit firm shall inform the Secretary by telephone of the election results and the Secretary shall so inform the nominees of the contested positions.
- (f) The audit firm shall send the ballots and tabulation of election results to the Secretary, who shall bring them to the Annual Meeting and shall retain them on file for at least sixty (60) days thereafter.
- (g) There shall be no assignment of a member's vote.
- (h) The elected Officers, Governors, and Delegate to the American Kennel Club shall assume office at adjournment of the Annual Meeting.

ARTICLE IX

COMMITTEES

Section 1. Nominating Committee.

- (a) No later than the fifth month preceding the Annual Meeting, the Board shall select a Nominating Committee consisting of five (5) members, not more than two (2) of whom may be members of the Board. The Board shall name a Chairman for the Committee.
- (b) The Nominating Committee shall be responsible for nominating candidates for election as provided in ARTICLE VIII of these By-Laws.
- (c) Service on the Nominating Committee will not deny the member the right to hold office.

Section 2. Standing and Special Committees.

** Articles of Incorporation of the American Miniature Schnauzer Club Inc., approved and received for record by the State Department of Assessments and Taxation, State of Maryland, on June 16, 1967.*

- (a) The Club shall have a number of standing committees and special committees as required by the business and activities of the Club,
- (b) All committees except the Nominating Committee and designated committees of the Board shall be appointed by the President and approved by the Board.
- (c) Membership on standing committees shall terminate on the Monday following the Annual Meeting, with the exception of designated committees of the Board. No special committee shall be in effect longer than the time required to complete its assigned duties.

Section 3. A statement of each committee's functions, major responsibilities, and any stipulations regarding its operations shall be approved by the Board. It shall be given each year to the appropriate committee chairman and shall be available to any interested Club member.

Section 4. If stipulations are contained in the statement of committee functions, detailed operating procedures and a schedule for completing the work of the committee may also be approved by the Board, so that the chairman may have the clear and explicit guidance of the Board regarding operation of the committee.

Section 5. Committees of the Board

- (a) The Board may, as required, designate committees of the Board. The Chairman and members of committees of the Board shall be selected by the Board.
- (b) Such committees shall have a statement of functions and major responsibilities and, if appropriate, stipulations regarding their operations. They shall operate under the general rules governing other committees.

Section 6. As a minimum, each committee chairman is required to submit a final report to the Board at the last Board meeting of the official Club year. The report shall outline the work and expenditures of the committee during the year. It shall recommend continuation of the committee's statement as outlined in Section 3 and any formally approved procedures as described in Section 4, or shall detail specific changes and the reasons therefor.

Section 7. With the exception of chairmen of committees of the Board, each committee shall turn over all files and records pertaining to the function of his committee to his successor within thirty (30) days after notification of the name and address of his successor.

Section 8. The Secretary shall maintain a list of committees, showing each year's chairmen and members, and shall maintain a file of committee function statements as part of a description of the organization and operation of the Club.

ARTICLE X

DISCIPLINE

* *Articles of Incorporation of the American Miniature Schnauzer Club Inc., approved and received for record by the State Department of Assessments and Taxation, State of Maryland, on June 16, 1967.*

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club shall be automatically 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 Secretary, together with a deposit of ten dollars (\$10) which shall be forfeited if such charges are not sustained by the regular Board members or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each regular Board member 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 of 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 the regular members of the Board or a Committee of not less than three (3) regular members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one 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.

- (a) The regular members of the Board or Committee 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 regular members of 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. 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 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 Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.
- (b) The Board or Committee shall designate a location for such hearing convenient to both complainant and defendant.

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 recommendation of the Board or Committee as provided in Section 4 of this ARTICLE. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written 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 XI

BREED STANDARD AND AMENDMENTS

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Section 1. Amendments

Amendments to the constitution and bylaws or the breed standard may be proposed by the Board of governors or by written petition addressed to the Secretary signed by 20% of the Regular Membership in good standing. Amendments proposed by such petition shall be considered at the next regularly scheduled meeting of the Board of Governors and submitted to the members by the Secretary with recommendations of the Board for a vote within one (1) months after that Board meeting.

Section 2. The constitution and bylaws may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each Regular Member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Notice with such ballot shall specify a date of not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. Along with each ballot there shall be a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to Secretary. The Secretary shall check the returns against the list of regular members whose dues have been paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting.

(a) The favorable vote of 2/3 of the Regular Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the constitution and bylaws.

(b) The favorable vote of 2/3 of the Regular Members in good standing within the time limit shall be required to effect any such amendment to the breed standard.

Section 3. No amendment to the constitution and bylaws or the breed standard that is adopted by the club shall become effective until it has been approved by the Board of Governors of the American kennel Club.

ARTICLE XII

DISSOLUTION

Section 1. The club may be dissolved at any time by written consent of not less than 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 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 Governors.

Section 2. After payment of all debts of the Club, the proceeds of the sale of its property and assets shall be distributed to a non-profit organization devoted to the interests of purebred dogs. The recipient of such monies shall be determined by a two-thirds (2/3) affirmative vote of the Board prior to dissolution.

* *Articles of Incorporation of the American Miniature Schnauzer Club Inc., approved and received for record by the State Department of Assessments and Taxation, State of Maryland, on June 16, 1967.*

ARTICLE XIII

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:

- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Unfinished Business
- New Business
- Election of Officers, Governors and Delegate to the American Kennel Club (at the Annual Meeting)
- Adjournment

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

- Approval of Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE XIV

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.

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