

**SWEDISH VALLHUND CLUB OF AMERICA, INC
BYLAWS**

**ARTICLE I
MEMBERSHIP**

SECTION 1. There shall be six types of membership: Regular Membership, Breeder Sponsored Membership, Lifetime Membership, Honorary Membership, Foreign Membership and Junior Membership

Section 1.1 Membership Classes

1. Regular Membership: Open to persons eighteen years of age or older who are residents of the United States, in good standing with the AKC and follow the rules and regulations governing the SVCA, and who subscribe to the purposes of the SVCA. Regular members shall be entitled to all rights and privileges including voting privileges of the Club
2. Lifetime Membership: This will be a special dues free membership to be bestowed by unanimous vote of the Board on a Club member who has made an extremely significant and unique contribution to the Breed and/or the Club and who has been a member of the Club for at least 20 years. This membership carries with it all the privileges of a regular Club membership.
3. Breeder Sponsored Membership: Persons who are first time SV owners and are recommended by their breeder, through a specific form, for membership. Must be eighteen years of age or older who are residents of the United States, in good standing with the AKC and follow the rules and regulations governing the SVCA, and who subscribe to the purposes of the SVCA. Breeder Sponsored members are not considered as part of a quorum nor eligible to hold office or vote. This membership is good for a period of at least one year or more to coincide with the annual renewal date of 12/31. The Breeder Sponsored Member must be a member of the SVCA for at least one year, at which time, the breeder sponsored member may renew on a regular SVCA renewal application.
4. Honorary Membership: This will be a special dues free membership to be bestowed on an individual who has made an extremely significant and unique contribution to the Breed and/or the Club. They shall be placed in this class by unanimous vote of the Board. Honorary members are not considered as a part of a quorum nor eligible to hold office. This is a non-voting membership
5. Foreign Membership: For persons who are not residents or citizens of the United States of America. They are not considered as part of a quorum nor eligible to hold office. This is a non-voting membership.
6. Junior Membership: Persons under eighteen years who have parental permission and sponsorship from a SVCA member in good standing shall be allowed a junior membership. Junior members are not part of the quorum and are not eligible to vote, hold office or sponsor applicants for membership. Junior members automatically convert to Regular Membership status upon reaching their eighteenth birthday.

SECTION 2. DUES.

Section 2.1 Dues for the fiscal year shall be set by the Board of Directors.

1. Regular membership: Shall not exceed \$50 per year per person.
2. Breeder Sponsored Membership: Shall not exceed \$20 per year per person, paid by the breeder.
3. Lifetime/Honorary Membership: These are dues free memberships
4. Foreign Membership: Shall not exceed \$50 per year per person.
5. Junior Membership: Shall not exceed \$30 per year per person.

Section 2.2 Dues shall be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year.

Section 2.3 During the month of November each member shall receive a statement of dues for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP

Section 3.1. Each applicant for membership shall apply on official Club forms. The application shall include agreements to abide by these Constitution and Bylaws, the SVCA Guidelines and the rules of the AKC.

Section 3.2. 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. Foreign country membership is a non-voting membership and does not require endorsement of SVCA Members.

Section 3.3 Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

Section 3.4. An application, which has received a negative vote by the Board, may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

Section 3.5. Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

SECTION 4. TERMINATION OF MEMBERSHIP. Membership may be terminated:

Section 4.1. By Resignation. Any member in good standing may resign from the SVCA upon written notice to the Secretary, but no member may resign while in debt to the SVCA. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

Section 4.2. By Lapsing. A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid on the first (1) day of March (60 days) after the first day of the fiscal year. If a lapsed member wishes to rejoin, a new application is to be submitted. 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.

Section 4.3. By Expulsion. A membership may be terminated by expulsion as provided in Article VI of the Bylaws.

ARTICLE II **MEETINGS**

SECTION 1. ANNUAL MEETING. The annual meeting for the SVCA shall be held at a place, date and hour designated by the Board of Directors. It will be held in conjunction with the Club's specialty show, if possible.

Section 1.1. Written notice of the annual meeting shall be sent by the Secretary to each member at least thirty (30) days prior to the date of the meeting.

Section 1.2. At the annual general meeting there is to be a complete report of the affairs of the SVCA and a detailed statement of receipts and expenditures of the preceding year, as well as the asset and liabilities of the SVCA so the members may be fully informed on the finances of the SVCA. Quorum for the annual meeting shall be 10% of the members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS. Special meetings of the SVCA may be called by the President, by the majority vote of the Board of Directors, or by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing.

Section 2.1. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors.

Section 2.2. Written notice of such meeting shall be sent by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. Quorum for such meeting is 10% of the members in good standing.

SECTION 3. BOARD MEETING. The first meeting of the Board shall be held immediately following the election. Meetings of the Board shall be held at such dates, times and places as are designated by the Board, or may be called by the President, or any three members thereof. Due to distances between Board members, meetings may be by conference call.

Section 3.1. Written notice of each meeting shall be sent by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting.

Section 3.2. If business is conducted by telephone, proceedings shall be recorded on tape and all actions of the Board shall be ratified by mail or email vote by a majority vote of the Board within seven days.

Section 3.3. Approved minutes of the Board shall be published in the next newsletter. Quorum for the Board meeting shall be a majority of the Board.

SECTION 4. Board Business (voting) - can be conducted at meetings or through mail, fax or e-mail. In order for business to be conducted by email 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.

ARTICLE III **DIRECTORS AND OFFICERS**

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the officers,[AKC delegate], and a minimum of four (4) persons all of whom shall be members in good standing who are residents of the United States.

Section 1.1. Board of Directors. The officers shall be elected for two-year terms at the Club's annual election and shall serve until their successors are elected.

Section 1.2 The remaining Directors shall serve two- year terms on a rotating basis with two (2) Directors being elected every year.

Section 1.3. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 1.4. The outgoing SVCA President shall remain on the Board of Directors in an advisory capacity for one term after his/her term of office expires.

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.

Section 2.1. 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

Section 2.2. When the President is unavailable, the Vice 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.

Section 2.3. The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of the 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 and carry out such other duties as are prescribed in these bylaws.

Section 2.4. The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank approved 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 of the condition of the Club finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 2.5. The offices of Secretary and Treasurer may be held by the same person.

Section 2.6. [AKC Delegate. Among other duties, the delegate shall report to the Club all actions and matters discussed at AKC's Quarterly Meetings.]

SECTION 3. VACANCIES. Any vacancies occurring on the Board or among the officers 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 Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on the first (1) day of January and end on the last day of December.

Section 1.1. The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election.

Section 1.2. The elected officers and directors shall take office on the first day of the month following the election and 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 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. Exceptions are for the annual election of officers, directors, [AKC Delegate] and amendments to the constitution, bylaws, the standard for the breed and the SVCA Suggested Guidelines (old code of ethics) which shall be decided by written ballot cast by mail.

Section 2.1. Voting by proxy shall not be permitted.

Section 2.2. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. ANNUAL ELECTION. The annual election shall take place in the month of September. The election of officers and directors [and delegate to the AKC who may, but need not be, a director or officer of the club] shall be conducted by secret mail ballot.

Section 3.1. Ballots: To be valid must be received by the Secretary (or independent professional firm designated by the Board) by September 15th.

Section 3.2. Ballots shall be counted by three inspectors of election who are members in good standing and are neither members of the current Board nor candidates on the ballot (provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots).

Section 3.3. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

SECTION 4. NOMINATIONS AND BALLOTS. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws.

Section 4.1. A Nominating Committee shall be chosen by the Board of Directors before June 1st. The committee shall consist of three members from different areas of the USA and two alternates, all members in good standing, no more than one of whom may be a 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, e-mail or conference call, provided it uses the same criteria approved for the Board of Directors.

Section 4.2. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors [and for the delegate to the AKC] and shall procure the written acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so.

Section 4.3. The Committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he resides, to each member of the Club on or before July 1st so that additional nominations may be made by the members if they so desire.

Section 4.4. Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before August 1st and accompanied by the written acceptance of the nominee. Except for the position of delegate, no person shall be a candidate for more than one position.

Section 4.5. If no additional valid nominations are received on or before August 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

Section 4.6. If one or more valid additional nominations are received on or before August 1st, the Secretary (or an independent professional firm designated by the Board) shall, on or before August 15th, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm), to be returned by September 15th.

Section 4.7. The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are 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.

Section 4.8. Nomination cannot be made in any manner other than as provided for above.

ARTICLE V COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, performance events, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

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

SECTION 3. Any work done on behalf of the SVCA is the property of the SVCA and will be turned over to committee successors.

ARTICLE VI DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of the AKC 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 Secretary together with a deposit of \$50, which shall be forfeited if the Board or a committee following a hearing does not sustain such charges.

Section 2.1. 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.

Section 2.2. 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.

Section 2.3. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter.

Section 2.4. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and as assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. BOARD HEARING. The Board or Board Committee shall have a complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated

uniformly in that regard.

Section 3.1. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Board Committee may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. A written reprimand directed exclusively to the member may be somewhat detailed, but an official/published reprimand should only advise that as a result of a board hearing, a particular member was officially reprimanded as a result of charges filed by another member.

Section 3.2. If the Board 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 recommendations of the Board or Board Committee.

Section 3.3. Immediately after the Board or Board 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.

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 Board Committee as provided in Section 3 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 ballot on the proposed expulsion. A 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 VII AMENDMENTS

SECTION 1. Amendments to the Constitution and Bylaws (and to the standard for the breed) may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing.

Section 1.1 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 Constitution and Bylaws (or the standard for the breed or code of ethics) may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing.

Section 2.1. The proposed amendment must be accompanied by a ballot on which a choice for or against the action to be taken shall be indicated.

Section 2.2. Dual-envelope procedures described in Article IV, Section 4.6. and 4.7 shall be followed in handling such ballots, to assure secrecy of the vote.

Section 2.3. Notice with such ballot shall specify a date not less than thirty (30) days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted.

Section 2.4. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment

SECTION 3. No amendment to the constitution and 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 VIII DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, other than for purposes of

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

ARTICLE IX ORDER OF BUSINESS

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

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (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 President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- Election of new members
- New business

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.

Note: Brackets [] indicate a phrase/section which would not apply to the SVCA until the SVCA and the SV achieve full AKC recognition

Ratified 9/27/05