

Constitution and By-Laws of the American Silken Windhound Society

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the American Silken Windhound Society; hereinafter referred to as the Club.

SECTION 2. The objects of the Club shall be:

- A. To encourage and promote the quality in breeding of purebred Silken Windhounds and to do all possible to bring their natural qualities to as close to perfection as possible.
- B. To encourage the membership to a lifetime of responsibility for their Silken Windhounds, their Silkens offspring and to the education of others as all are necessary for the protection and advancement of the breed.
- C. To encourage the organization of independent local Silken Windhounds Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the Club.
- D. To urge members and breeders to accept the standard of the breed as approved by the International Silken Windhound Society (ISWS) as the only standard of excellence by which Silken Windhounds shall be judged and to encourage the study of the standard by breeders, judges, dog show committees and others interested in the advancement of the breed.
- E. To do all in its power to protect and advance the interests of the breed and to encourage Sportsmanlike competition at dog shows, field trials and obedience trials.
- F. To conduct sanctioned matches, specialty shows, obedience trials and other events for which the club is eligible under the Rules and Regulations of the ISWS and AKC, and to generate publicity on any matter affecting the welfare of the breed.
- G. To encourage dedication to the health and welfare of the breed.
- H. To encourage the participation by Member/Recognized Clubs and breeders with a rescue program in their area.

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

SECTION 4. The members of the Club shall adopt and may, from time to time, revise such by-laws as may be required to carry out these goals.

BY-LAWS

ARTICLE I

Membership

SECTION 1. There shall be five (5) classes of membership open to persons who subscribe to the purposes of the Club.

A. Regular Members. Any person eighteen (18) years of age or older, who is resident of the United States of America, may make an application for regular membership in the Club.

B. Junior Members. Any person between the ages of ten (10) and seventeen (17) inclusive, may make an application for junior membership.

C. Member/Recognized Club: A local Silken Windhound specialty club wishing to become a member club of the American Silken Windhound Society must file its application with the Secretary. The application shall be accompanied by the current year's dues. An affirmative vote by a majority of the entire Board shall be required to approve an applicant club.

D. Honorary Membership. Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the Club or the breed. Honorary members shall be exempt from dues and application fee and shall enjoy all the privileges of the Club, except that they may not vote or hold office. A member so honored may maintain active (regular) membership status by paying the appropriate annual dues.

E. Non-Regular Membership. Any person wishing to support this club, but who does not need the criteria for regular membership, may make an application for Non-regular Membership. Non-regular members do not enjoy the privilege to vote during meetings, nor participate in club elections.

SECTION 2. Election to Membership

A. Regular, Junior, and Non-Regular Membership

1. Each applicant for membership shall apply in writing, directed to the Secretary, on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Club's Constitution and By-Laws, the Breeder's Code of Ethics as well as the rules of the ISWS, the AKC and the Club.
2. Each application shall be accompanied by a check, money order, credit card or any other form of e-payment accepted by the Club. Checks and money orders will be made payable to the Club in the appropriate dues amount and the appropriate application fee, as specified on the application form. The application shall be signed by two (2) sponsors, not of the same household, both of whom shall be regular members in good standing of the Club for a minimum of two (2) years.
3. Upon receipt of any application all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club

4. The application for membership shall be referred to the Secretary. The Secretary shall consider whether the applicant's name is eligible for publication. Eligibility for publication is based on submission of a fully completed application and accompanied by an acceptable form of payment. If the applicant is deemed eligible the Secretary shall publish the name of the applicant and sponsors by method approved by the Club. Included in the publication will be a deadline for a fourteen (14) day comment period from the membership regarding each applicant. Comments shall be submitted in writing to the Secretary. All applications are to be filed with the Secretary who shall submit the name of the applicant(s) to the Board for approval and notify the membership that the board is reviewing a prospective applicant and direct them to notify the Secretary of any objections. If there are no objections received by the Board, the membership application shall be declared approved. If objections are received, the Board will review all complaints/objections to determine whether such are sufficient to warrant denial of membership. Applicants for membership who have been rejected by the Club may not reapply within twelve (12) months after such rejection.
5. Any applicant receiving a negative vote from the Board shall be refunded all dues paid within thirty (30) days of such negative vote. Application fees will be forfeited.
6. Any person elected to regular membership shall have full privileges of the Club, including the right to vote and hold office, providing his/her dues are paid in full, except that no member shall have the right to vote for the election of officers until thirty (30) days after his/her election to membership.
7. Any person elected to Junior membership shall not have the right to vote or hold office but shall be entitled to all other privileges of the Club and of the membership therein.
8. Any Junior members having reached their eighteenth (18th) birthday shall automatically become regular members upon payment of regular member's dues.

B. Member/Recognized Silken Windhound Clubs.

1. A candidate for ASWS Membership Club shall verify that each regular member of its club:
 - a. Is in good standing with the ASWS.
2. A candidate club for ASWS membership shall file its application to the Board of Directors on forms provided by ASWS together with the following:
 - a. A copy of its current by-laws.
 - b. A copy of the current code of ethics.
 - c. A complete list of its officers, directors and members and their addresses and emails, and
 - d. A certified copy of votes or record of organization meetings showing:
 - i. That, upon request from the ISWS, the applicant shall furnish a complete copy of the minutes of its formation meeting and a list of its Board of Directors and Officers.

- ii. That the minutes of the meetings of the applicant club shall be open to inspection, at all times, by the ASWS Board of Directors or their duly authorized representatives; and
 - iii. That the applicant club shall be bound by and shall abide by such other restrictions, rules or regulations ASWS may prescribe from time to time as a condition of continued affiliation, provided such restrictions, rules or regulations shall, wherever required, be subject to the approval of the ASWS.
 - e. A statement of the territory in which the applicant desires to function as a Member/Recognized Silken Windhound club, together with the proper authorization granted by ASWS, when required, in securing territorial assignment from the ASWS so long as it remains a Member/Recognized Silken Windhound club.
 - f. A check in the amount of the appropriate non-refundable application fee, if required, and one year's dues. Said dues fee shall be refunded in the event the application is not accepted. All fees are subject to change by the Board of Directors, provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year.
 3. Each applicant Club shall maintain a membership of at least fifteen (15) regular members in good standing and shall comply with all requirements of the ASWS. Failure to do so shall be grounds for suspension or termination from membership of any Recognized Silken Windhounds Club by the Board of Directors of ASWS. Each applicant club is encouraged to provide public education, support rescue, host specialty shows and/or performance events.
 4. A Member/Recognized Silken Windhounds club's membership may also be suspended or terminated as provided in Article VI of these by-laws. In case of termination the recognized club will be refunded all dues paid to ASWS within thirty (30) days.
 - a. Prior to dissolution, a Member/Recognized Club may request to ASWS to be placed on inactive status for a period of up to 5 years. During the time of inactivity, the club will not pay dues and will have no voting privileges.
 5. The Member/Recognized Club Representative appointed by the Member/Recognized Club shall form a committee to determine whether the application, together with all documents and records accompanying the application, are in order. Said recognized club shall then refer the entire matter to the Secretary for investigation and vote by Board of Directors.
 6. All Member/Recognized Clubs in good standing shall be required to adopt and maintain a set of by-laws and agree to be bound by all rules, restrictions and regulations as hereinbefore described. Failure to comply shall automatically and without further notice revoke membership as a Member/Recognized Club from ASWS.
- C. Honorary.** Prospective Honorary Members shall be presented to the Board of Directors for approval. An affirmative vote of the majority of the Board members present shall represent a favorable recommendation to the membership. The membership shall vote upon said Board recommendations by vote as prescribed in Article V of these by-laws.

- D. Any member, whether an individual or Member/Recognized Club, who has been dropped from membership shall be required to make an application as provided for new membership in the Club.

SECTION 3. Dues. All dues are subject to change by the Board of Directors provided notice is given of such change at least thirty (30) days prior to membership expiration.

A. Regular Members

- 1. Membership dues shall be determined annually by the Board and shall not exceed an increase of \$10.00 annually, payable on or before the first day after membership expiration. No member may vote whose dues are not paid for the current year.

B. Member/Recognized Clubs. The annual dues for Member/Recognized Clubs shall be determined annually by the Board and shall not exceed an increase of \$30.00 annually, payable on or before the first day of expiration, as well as the current membership roster, list of officers. In the event the annual dues are not paid thirty (30) days after notification, the Member/Recognized Club's membership shall be revoked unless the Board of Directors, by majority vote, extends the time for payment. The non-payment of the annual dues shall result in the automatic denial to hold Specialty events.

C. Honorary Members. Honorary members are exempt from dues and application fees as provided in Article 1, Section 2.D of these by-laws.

SECTION 4. Termination of Membership.

Membership may be terminated:

- A. **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary.
- B. **By lapsing.** A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid after thirty (30) days past notification of being in default. The Board of Directors may grant an additional grace period (not to exceed sixty (60) days) to such delinquent members in meritorious cases if said member personally contacts, in writing, the Treasurer or the Board of Directors for an extension period prior to thirty (30) days past expiration. Voting by the Board of Directors must be by majority vote. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of the Club.
- C. **By Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- D. **By suspension.** Privileges for a period of 6 months or greater by ASWS which may result in permanent revocation of membership.

ARTICLE II

Meetings

SECTION 1. Time and Place of Meetings. All meetings of the Club shall be held at a place, date and hour designated by the Board of Directors.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held during the National Specialty. The exact day and time of the annual meeting shall be set by the Board of Directors. Written notice of such a meeting shall be sent by digital communications or regular mail, if no email is supplied, by the Secretary to each member at least 30 days prior to the date of the meeting and may be published on the ASWS website.

SECTION 3. Board of Directors Meetings. The regular meetings of the Club Board of Directors shall be held at a place, date and hour designated by the Club President. Either electronic or written notice of each such meeting shall be sent by the Recording Secretary at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Board members shall notify the Recording Secretary if they are unable to attend a meeting. Failure to make any attempt to attend meetings, failure to notify the Recording Secretary concerning the inability to attend meetings or failure to return electronic or mail votes will result in the Board considering that position for replacement.

SECTION 4. Special Meetings. Special meetings may be called by the President or by a majority vote of the Board of Directors. Said meeting shall be called by the Secretary at the request of a majority of the Board of Directors or of the members eligible to vote. Notice of said special meeting shall be sent to all members ten (10) days prior thereto and shall state the purpose thereof, and no other Club business may be transacted.

SECTION 5. Notices. All notices required by these by-laws shall be given by the Secretary by digital communications to each regular member of the Club and to each Member/Recognized Club, in accordance with policies and laws of the State in which the ASWS is incorporated or organized. Digital communication is defined as any computer-based technology for communication.

In order for Board business to be conducted by computer-based technology 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.

Officers, Directors, Member/Recognized Clubs and Committee Chairs, by virtue of their election

or appointment, shall agree, to accept all notices of the Board by digital means and to agree to participate in Board meetings held by teleconference and/or videoconference, as directed by the Board; and shall therefore agree to keep an email/digital means current and available for use at all times, and notify the Board immediately of any change in email address, telephone numbers, physical address, but no later than thirty (30) days after such change.

SECTION 6. Quorum at Members' Meetings. At any meeting of the membership, twenty percent (20%) of the members eligible to vote shall constitute a quorum for the transaction of business. The quorum for the annual meeting shall be 20% of the members in good standing. When a quorum is present at any meeting, a majority of the members present may decide any question brought before such meeting, except as otherwise provided by law or these by-laws.

SECTION 7. Voting by Mail in Lieu of Meeting. Any action that could be taken by a vote of the membership at a meeting can be voted upon by mail. A matter may be presented to the membership for mail vote upon direction of the President or a majority vote of the Board of Directors present at a meeting of the Board and shall be presented by the Secretary at the written request of a majority of the Board of Directors or per cent of the members eligible to vote.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors.

- A.** The Breed Founder is a position that shall be reserved for the Breed Founder alone. She is not a permanent member of the Board, but shall stand for renewal of that position every six years. If the Breed Founder is terminated by way of being denied renewal, or dies, or otherwise resigns from the Board, a third General Director shall be elected to replace her to maintain a Board of an odd number of members.
- B.** The Board of Directors shall be composed of the officers of the Club and two (2) Directors to be elected by the membership all of which need to be members in good standing with the Club and be residents of the United States of America. Directors and Officers will be elected by the general membership.
- C.** The two (2) elected directors shall be elected from the membership for a term of two (2) years on a staggered basis with one coming due for re-election each year. In the event that the Breed Founder is removed from the Board, a third Director will be elected for terms of three (3) years, and the three Directors will be elected on a staggered basis with one coming due for re-election each year.
- D.** In the event the Board of Directors holds electronic meetings (meetings held via telephone conference or video conference), the Board shall take a roll call at the beginning and end of the meeting to ensure a quorum is present during all votes.
- E.** The Board of Directors shall be vested with the authority and responsibility for the general management of the ASWS property and affairs, so far as this delegation of authority is consistent with the laws of the State in which ASWS resides with Charter, Constitution and By- Laws.
- F. Code of Conduct.** Each Director and Officer of the ASWS Board of Directors shall not use

their service on the Board for personal advantage or for the advantage of friends, relatives or supporters; not knowingly disclose confidential information, gained through Board involvement; must represent the interests of people served and not favor specialty interests inside or outside the ASWS; support and respect the decisions of the Board, even if the Director or Officer disagrees; approach all Board issues with an open mind and endeavor to make the best decisions for all involved; focus on the mission of the Board, not personal goals; do his or her best to ensure that the ASWS is well maintained, financially secure, and operating in the best interests of those the Director or Officer serves; avoid all conflicts of interest; do not participate in votes that may benefit the Director or Officer; and attend and participate in the meetings of this Board. Violations of the signed Board of Directors Code of Conduct as well as the terms listed herein will be subject to Board review for possible disciplinary action ranging from a written reprimand up to and not limited to Board removal. All disciplinary action will require a 2/3 majority vote of the Board of Directors by a secret vote. Votes will be tabulated by the Secretary.

G. Meetings of the Board of Directors (defined as gatherings where attendees see and/or hear each other. This includes in person meetings in the same room or conducting a meeting by electronic means).

1. Designated Meetings. A meeting of the Board of Directors shall be held during the week of the National Specialty and prior to the annual membership meeting. The next meeting of the new Board of Directors shall be held following the annual meeting of the membership.
2. Other Regular Meetings. All other meetings of the Board of Directors shall be held in such place and at such time as the President calls, but in no case will exceed past a quarterly meeting.
3. Special meetings of the Board of Directors may be held at any reasonable time and place, if called by the President or any four (4) members of the Board of Directors. Ten (10) days written notice of such meeting, stating the purpose thereof, shall be sent to each Board member by the Secretary, and no other business may be conducted thereat.
4. Meetings of the Board of Directors may be held at any time without formal notice; provided all the members are present and those not present have waived notice thereof. Such meetings shall be held at such time and place as the notice thereof or waiver may specify.
5. Quorum of the Board of Directors. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
6. Business of the Board of Directors may be conducted by digital communication.
 - a. Every board member must be provided with the means to participate.
 - b. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members.
 - c. A mechanism must be in place to verify that the eligible board members are “listening”.

- d. All board members must agree to participate in this manner.

SECTION 2. Officers.

The Club's officers shall consist of:

- A. Breed Founder
- B. President
- C. Vice-President
- D. Secretary
- E. Treasurer
- F. Two (2) Directors at Large

No member shall hold more than one office. Each Officer shall be a regular member and shall be elected by the regular membership and shall hold office for a period of two (2) years or until their successors are duly elected.

- A. **Breed Founder.** The Breed Founder shall perform all duties incident to the office and shall perform such other duties, as the Board of Directors shall from time to time designate.
 1. The Breed Founder has voting privileges, and her primary focus will be that of Club Historian.
 2. The Breed Founder shall, by virtue of the position, be a member of all Committees, if she wishes, but shall have non-voting privileges on each committee.
- B. **President.**
 1. The President, when present, shall preside at all meetings of the membership and of the Board of Directors. All standing committees shall be appointed by the President. Such appointments can be overruled by the vote of two-thirds (2/3) of the entire Board of Directors, and its decision shall be final. Committee chairs not yet appointed by the President shall be appointed by the Board of Directors. In the event any conflict of interest arises involving committee chair appointments, the Board of Directors shall be charged with making such appointments. The President shall perform all duties commonly incident to the office and shall perform such other duties, as the Board of Directors shall from time to time designate.
 2. The President shall, by virtue of the office, be a member of all Committees (see Article V of these by-laws) but shall have non-voting privileges on each committee.
- C. **Vice-President.** In the absence of the President, the Vice-President shall preside at all meetings of the membership and of the Board of Directors and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate. Shall serve as coordinator of all committees and oversee/assist as needed.
- D. **Secretary.**

1. The Secretary shall have charge of the correspondence, files, notices and notifications to members; shall keep a roll of the members with their addresses and email addresses; shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors files for that purpose (files shall be open at all reasonable times to the inspection of any regular member of the Club); and shall carry out such other duties as are prescribed in these by-laws.
2. The Secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate.

E. Treasurer.

1. The Treasurer shall have the care and custody of the funds of the Club and shall exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. The Treasurer shall pay all bills in a timely manner providing there is:
 - a. A document describing what is being paid.
 - b. Proof of performance; and
 - c. Approval from the officer, director or committee chairperson responsible for approving the bill.
2. The Treasurer shall perform such other duties and have such other powers as may be delegated by the Board of Directors from time to time. At the end of each fiscal year and prior to the preparation of filing any tax return, the books and records of the Treasurer shall be audited by an auditor selected by the Board of Directors. The books and records of the National Specialty shall be included as part of the audit of the records of the Club. The Treasurer shall be the custodian of all the Club's financial records. All records shall be retained for the period of time required by the Internal Revenue Service.

SECTION 3. Appointments. One (1) or more person(s) may be appointed by the Board of Directors to assist the Officers listed above in the performance of their duties, including, but not limited to, the position of Secretary.

SECTION 4. Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next election by a majority vote of all the members of the Board of Directors, except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the position of Vice-President shall be the one filled by majority vote of the members of the Board of Directors.

SECTION 5. Terms.

1. No Officer may be elected for more than two (2) consecutive terms to the same office, and no Director may be elected for more than two (2) consecutive terms as such; and further, no Officer or Director of the Club may serve for more than four (4) consecutive years in any office of the Club.

2. Prior to April 15th of an election term of the President or Treasurer, the Board of Directors may by vote of a majority decision, to extend the term limit of the position(s) for an additional term. This vote will be permissible if the Board of Directors deems this person essential to the maintenance of continuity of the Board of Directors and has reached their respective term limit. Each subsequent term extension(s) is subject to a majority board vote. If the term is

extended, the officer is still subject to the election process by the membership. Any officer whose term is extended beyond the normal term limits will be eligible, once vacating that position for one year, to serve on the Board of Directors for the terms described in **Section 5.1**

ARTICLE IV

Club Year, Voting, Nominations and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December.

SECTION 2. Voting

- A. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election. The annual election of officers, delegates, amendments to the Constitution and ByLaws and the Standard for the Breed shall be decided by electronic ballot.
- B. Voting shall be limited to those who are regular members.
- C. Voting by proxy shall not be permitted.

SECTION 3. Annual Elections. The annual election of Officers, Directors and Delegates to the ASWS shall be decided by mail or electronic balloting. The Board of Directors may decide to submit other specific questions for decision by the members by written ballot cast by mail. Ballots, to be valid, must be received by the Secretary or such professional service as is designated by the Board on or before December 31st. The Board of Directors will assign a tabulator. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the annual meeting, is unable to serve for any reason, such nominee shall not be elected and the Board of Directors in the manner provided by Article III, Section 4, shall fill the vacancy created.

SECTION 4. Nominations and Ballots.

- A. The Board of Directors, on or before September fifteenth (15th) of each year, shall designate five (5) regular members of the Club to constitute a Nominating Committee. No regular member of the Club shall be eligible to serve on the Nominating Committee unless he/she shall have been a member in good standing for at least one (1) year. In addition, thereto, no member shall be eligible to serve on the Nominating Committee if he/she is then an Officer or Director eligible for re-election or running for office on the BOD.. The Board of Directors shall name the Chairman of the Nominating Committee and it will be such person's duty to call a committee meeting on or before September 20.
- B. It shall be the duty of the Nominating Committee to nominate candidates for the offices and board positions to be filled by the next annual election. The Nominating Committee may nominate any regular member in good standing. The Nominating Committee may not

nominate one of its members for office.

- C.** The Nominating Committee shall report its slate of nominees along with a resume for each nominee, in writing to the Secretary on or before November fifteenth (15th).
- D.** The Secretary shall, on or before December first (1st) send notice by digital communication provided to each regular member and Member/Recognized Club setting forth the Nominating Committee's choices for the offices and positions to be filled.
- E.** Additional nominations: Any regular member in good standing, whose name does not appear upon the slate submitted to the Secretary by the Nominating Committee, shall be eligible if, and only if, his/her name is proposed in writing (along with a resume) via email and submitted to the Secretary and President of the Club, and endorsed by five (5) other members in good standing, with the written consent or signature of the candidate. The candidate and endorsers shall be members in good standing with the Club for a minimum of one (1) year. Such endorsement shall be sent by email setting forth the office for which he/she is a candidate by December first (1st).
- F.** If no valid additional nominations are received by the Secretary by December first (1st) the Nominating Committee's slate shall be declared elected and no ballot shall be required.
- G.** In the event additional nominations are made the Secretary shall, on or before December fifteenth (15) notify each regular member of the Club of the name(s) of the candidate(s) so named or proposed and enclose a ballot for use in voting by mail or electronic means together with instructions for its use.
- H.** In the event a nominee for office withdraws his/her candidacy, he/she must notify the Nominating Committee of such withdrawal. At that time the Nominating Committee has the right to choose another candidate.
- I.** To be valid, all ballots must be received no later than December thirty-first (31st), at which time they shall be promptly tabulated and the nominees notified of the results. In the event of a tie, a ballot shall be sent electronically to the membership for vote, and must be returned within two (2) days. In the event of extenuating circumstances, the Board may extend the deadline.
- J.** New officers and directors shall take office on January fifteenth (15th).

ARTICLE V

Committees

SECTION 1. 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.

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

ARTICLE VI
Discipline of Members

SECTION 1. Any member who is suspended from any of the privileges of ISWS for a period of less than 6 months shall be automatically suspended from the privileges of the ASWS for a like period. Any member who is suspended from any of the privileges of the ISWS for a period of six months or greater shall automatically have their membership terminated with ASWS. If a member whose name is on any ballot is suspended for any period of time during the balloting process, they are no longer eligible to be on said ballot regardless of if the suspension ends prior to the ballot deadline.

SECTION 2. Charges

- A. An individual member may prefer charges against another individual for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be given to the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not found by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain the complaint. If the Board exercises jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send a copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- B. **SECTION 3. Nature of Charges.** The commission or omission of any act which discredits or tends to discredit, or otherwise injure the Club or any Member/Recognized Club or the breed, or which tends to or may tend to disrupt and disorganized the Club or any of its Member/Recognized Clubs, or which is inconsistent with the effective carrying out of the purposes of the Club or any of its Member/Recognized Clubs. This includes breach of the Social Media Code of Conduct. ASWS takes compliance with this policy seriously. Detected breaches of the policy should be reported to ASWS in the first instance and then the matter sent to Member Clubs for investigation. A breach of this Code may result in disciplinary action which could result in the issuing of a formal warning, suspension or expulsion. The ASWS will not tolerate, condone or support any posting it considers could be damaging to children. Such offenses will be automatically referred to local law enforcement authorities for action.
- C. NOTE: matters relating to sexual abuse, racial discrimination, intimidation and or bullying may be referred for legal opinion or to local law enforcement authorities.

SECTION 2. Board Hearing

A. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be founded after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than one year from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 6. Findings.

The Board shall determine and decide all matters before it. Should the charges be founded after hearing all the evidence, testimony or affidavits presented by the complainant and defendant, the Board may suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient it may also recommend to a meeting of the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the next regular meeting, or any special meeting of the membership called to consider the Board's recommendation. Any member shall have the right to appear and be represented by counsel. Immediately following the decision of the membership its findings shall be put in written form and filed with the Secretary who, in turn, shall notify the defendant(s) of the decision by the meeting and the action taken.

SECTION 7. Expulsion of a member from the Club or revocation of the membership of a Member/Recognized Club may be accomplished only at a meeting of the membership and upon the Board's recommendation. Such proceedings may occur at a regular or special meeting of the membership, which must be held within sixty (60) days, but not earlier than thirty (30) days following the decision of the Board. Notice shall be sent at least ten (10) days in advance to all regular members and to the defendant of the date, time, and place of any meeting at which any recommendations of the Board shall be considered. The notice shall further set forth the full name of the defendant, the charges preferred, and a copy of the findings of the Board and state that the recommendation of the Board is to be acted upon. The defendant shall have the privilege of appearing on his/her, or its own, behalf though no evidence shall be taken at the meeting of the members. The President of the meeting shall read the charges and the Board's findings and invite the defendant, if present, to speak on his/her own behalf if desired. The meeting shall then vote by secret ballot on the proposed expulsion or revocation of membership. A two-thirds (2/3) vote of those present at such a meeting shall be necessary for expulsion or revocation of membership. If expulsion or revocation of membership is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed to the Secretary signed by twenty (20%) percent of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the membership within three (3) months of the date when the Secretary received the petition.

SECTION 2. The Constitution and By-Laws may be amended at any time by electronic balloting conforming to the laws of the state in which The Club is incorporated, by the Secretary sent to each member in good standing; accompanied by an electronic balloting indicating choice for or against the action to be taken.

SECTION 4. No amendment to the Constitution and By-laws (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.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of its membership. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by the 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. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE IX

Order of Business

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

- A. Attendance**
- B. Minutes of Last Meeting**
- C. Report of President**
- D. Report of Secretaries**
- E. Report of Treasurer**
- F. Report of Member/Recognized Club Representative**
- G. Report of Committees**
- H. Election of Officers and Board (at annual meeting)**
- I. Unfinished Business**
- J. New Business**
- K. Adjournment**

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

- A. Minutes**
- B. Secretary's Report**
- C. Treasurer's Report**
- D. Member/Recognized Club Representative's Report**
- E. Report of Committees (in alphabetical order)**
- F. Unfinished Business**
- G. Election of New Members (if applicable)**
- H. New Business**
- I. Adjournment**

ARTICLE X

SECTION 1. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this conflicts with the requirements of this Constitution and By-laws, in which case the Constitution and By-laws shall take precedence.