

ST. LOUIS AREA SIGHTHOUNDS

CONSTITUTION AND BY-LAWS

Adopted January 13th 2013

ARTICLE ONE NAME AND OBJECTS

Section 1: The name of the Club shall be St. Louis Area Sighthounds, also known as SLASH, hereafter called the Club.

Section 2: The Club shall be organized not for profit, and the Club shall not pay to any member a salary, fee, commission, or dividend for serving in any elective or appointive office. The objects and purpose of the club shall be:

- a) To abide by the current coursing and racing organization(s) rules and regulations.
- b) To unite Sighthound fanciers in the common goal of preserving and enhancing the natural attributes of beauty, grace, and speed in purebred Sighthounds.
- c) To encourage the support of appropriate sporting events and exhibitions, either by the Club itself or in conjunction with other organizations.
- d) To encourage sportsmanship and good fellowship in all matters.
- e) To educate members and the public through programs designed to meet the needs of the present day.

ARTICLE TWO MEMBERSHIP AND DUES

Section 1: Membership in this organization shall be open to those individuals, aged eighteen years or older, interested in the promotion of coursing, and in good standing with the American Kennel Club, the American Sighthound Field Association, the Large Gazehound Racing Association or other related organizations.

Section 2: The membership of this Club shall be composed of both Active Members, having full voting privileges, and Associate Members, having all Club privileges but without voting rights. Associate Memberships will be

granted to those initially applying for Club membership. The Club will consider those Associate Memberships for full Active status at the first general Club meeting after a period of one year. Only those over the age of 18 shall have voting rights.

- a) Individual: includes the club privileges for a single individual.
- b) Household: grants club privileges to those who reside at the same address with a limit of two ballots or votes.

Section 3: Dues: The dues shall be reviewed annually and set by the Board of Directors during the month of October. All potential members applying after July 1 but before October 31 of any given year shall be assessed a fee that is one half the annual rate. The dues of members accepted during the months of November and December shall be considered paid for the ensuing year. Dues shall be payable on or before the first of January. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 4: Election to Membership: Each applicant for an initial Associate membership shall apply on form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution of the Club. The application shall carry the endorsement of one Active member in good standing. All applications for membership, along with dues, are to be submitted to the Treasurer. The Club membership will be notified of the new Associate applicants by mail, email or on the Club Web Site.

After a period of one year, Associate Members will automatically be considered for full Active membership at the next scheduled meeting of the general membership. The Secretary will post the eligibility for Active membership on the Club Web site and include the vote into active membership on the general meeting agenda. Associates should have actively participated in the endeavors of the Club to include working at field events, serving on a committee and attending club meetings. An Associate member may request a delay from the Board for Active status consideration due to extenuating circumstances that prevented full participation. Such petition must be approved by the Board two months prior to the membership vote. Associate memberships have a limit of two years.

Favorable votes of two-thirds of the Members attending the general meeting (abstentions do not count as votes) shall be required to elect an

applicant to full Active Status. Rejected applicants have the option to stay as an Associate member for one more year before being considered for Active status. The same level of participation is required.

Should the General meeting at which the Associate members was to be considered for Active membership fail to obtain a quorum, the Board of Directors shall vote on the applicant's membership immediately after the General meeting or not later than the next scheduled Board meeting. Favorable votes of two-thirds of the Board present (abstentions do not count as votes) shall be required to elect an applicant.

Section 5: Termination of Membership: Membership in the Club may be terminated by:

- a) Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of January.
- b) Lapsing: A membership will be considered lapsed and automatically terminated if the membership dues remain unpaid ninety (90) days after the first day of January. In no case may a person whose dues are unpaid be entitled to vote at any meeting. Such lapsed member shall have six months in which to become active again without repeating the original application process.
- c) Expulsion: A membership may be terminated by expulsion as provided in Article 3 of this Constitution and By- Laws.

ARTICLE THREE DISCIPLINE

Section 1: Any member who is suspended from the privileges of the American Kennel Club, the American Sighthound Field Association, National Parent Breed Club, or any other related Clubs, automatically shall be suspended from the privileges of this Club for a like period.

Section 2: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Specific written charges must be filed in duplicate with the Secretary, together with a deposit of twenty dollars (\$20.00), which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly

send a copy of the charges to each member of the Board, or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club within thirty (30) days of the initial complaint. If the Board considers that the charges do not allege misconduct which would be prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board of not less than three (3) weeks and not more than six (6) weeks. The Secretary shall promptly send a 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: The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for up to a full one (1) year period 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 defendants right to appear before his fellow members at the ensuing Club meeting which considers the recommendations of the Board. Immediately after the Board 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 the penalty, if any.

Section 4: Expulsion of a member from the Club may be accomplished at only at a general meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges, the Board findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If the expulsion is not so voted, the suspension

shall stand.

Section 5:

The Secretary will notify the American Sighthound Field Association, the American Kennel Club, the Large Gazehound Racing Association and the National Breed Club of the breed(s) exhibited/owned by the suspended or expelled member(s) after all the processes above have been completed.

ARTICLE FOUR MEETINGS AND VOTING

Section 1: General meetings: Meetings of the club shall be held at such hour and place as may be designated by a majority vote of the Board of Directors. Written notice of the general meetings shall be mailed or emailed by the Secretary to each member at least ten days prior to the date of the meeting. The quorum for such meetings shall be eight (8) members or 50% of the membership in good standing, whichever is smaller.

Section 2: Special Club meetings may be called by:

- a) The President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the board.
- b) The Secretary, who upon receipt of a petition for such meeting by twenty (20) percent of the members in good standing or five (5) members in good standing whichever is larger.

Such special meetings shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or emailed to members by the Secretary at least ten (10) days and not more than twenty (20) days prior to the date of that meeting and said notice shall state the purpose of that meeting and no other club business may be transacted there. The quorum of such a meeting shall be eight (8) active members in good standing or 50% of the membership in good standing whichever

is smaller.

Section 3: The Board of Directors will meet quarterly or more often as the situation dictates. Meetings shall be called by the President. A majority of the Board shall determine the location of the meeting. Notification of Board meetings may be by mail or email providing a positive response is received from the email message. Each member of the Board must consent to be notified by email and keep the Secretary informed of changes to his or her email address. Notice will be sent by the Secretary at least ten (10) days prior to the meeting.

An agenda for the Board meeting will be sent to Board members by the Secretary not less than seven days prior to the meeting.

Board meetings may be in-person, or by telephone or video conference. In the case of telephone or video-conference meetings, all Board members must be able to hear (or see and hear) each other simultaneously. The Secretary or designee shall keep a record of motions made, significant discussion and voting results. Meeting minutes will be approved at the next Board meeting and be published on the members' only section of the Club Web Site.

The quorum for a Board Meeting shall be a majority of the Board.

ARTICLE FIVE OFFICERS AND DIRECTORS

Section 1: Board of Directors: The Board shall be composed of seven (7) members. A President, Vice President, Secretary, Treasurer, and three (3) directors, all of whom shall be in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article Six and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The duties of the Board of Directors are as follows:

- a) to administer Club in a manner consistent with the rules and regulations set down by the American Kennel Club and the American Sighthound Field Association.
- b) to take charge of all properties that may come to be acquired by Club, and to hold same in trust for the benefit of the membership of said Club.

- c) to employ counsel, to prosecute, defend and settle suits at law or in equity in the name of or on behalf of the Club.
- d) to appoint committees as may be needed to serve the purpose of the Club if no volunteers are obtained at a general membership meeting. The Board may appoint each year standing committees to advance such matters as trials, fun runs, trophies, annual prizes, membership, and other fields which may be served by committees. Such committees may also be appointed by the Board to aid it on particular projects. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.
- e) to approve all Club expenditures over the sum of \$75.00.

Section 2: Officers: The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both in regard to the Club and its meetings, and the Board and its meetings.

- a) The President shall preside at all meetings of the Club and of the Board, and shall have access to the Treasury in the event that the Treasurer is unable to serve in his appointed capacity. The President shall counter-sign all Club checks of \$500.00 or more and/or approve all debit or credit transactions of that same amount. He shall determine the Order of Business at all meetings of the Board and general membership. The President shall also have the duties and powers normally attributed to the office of President in addition to those particularly specified in these By-Laws.
- b) The Vice-President shall have the duties and exercise the powers of President in case of the President's death, absence, or incapacity. He shall be in charge of the collection and tally of all votes that are conducted at any of the aforementioned meetings, and shall carry out any other duties as described in these By-Laws.
- c) The Secretary shall keep the minutes of all Club Meetings and of all votes taken, plus all matters of which a record shall be ordered by the Club. Approved or Draft minutes will be mailed or emailed to members within thirty (30) days of the meeting. Voting results of Board and general meetings will be recorded as a total of ayes and nays and abstentions. The Secretary has charge of correspondence, notifies members of meetings and keeps a roll of the members of the Club and their addresses and carries out such other duties as prescribed in these By-Laws.

d) The Treasurer shall collect and receive all moneys belonging to the Club and receipt thereof. The Treasurer shall keep open what ever checking and/or savings accounts as deemed necessary in a bank (or banks) satisfactory to the Board, and shall carry the names of the Treasurer and President. The books shall at all times be open to inspection by the Board, and the Treasurer shall report to them at every meeting the condition of the Club's finances, and every item, receipt, or payment not before reported. He shall submit to the Board, an annual financial statement informing the membership of the Club's financial status at the first meeting of the new year, which will then be presented to the members at the first General Meeting of the year. He shall have the sole authority to sign Club checks and use Club debit or credit cards up to \$500.00 and shall have the authority to pay all reasonable and normal Club expenditures up to and including seventy-five (\$75) dollars without Board approval. Checks, debit and credit transactions in the amount of \$500 or more will be counter-signed or approved by the President. Reasonable and normal expenditures including, but are not limited to, printing and mailing premium lists and newsletters, phone calls to arrange for judges, or ASFA and AKC fees. The Club reserves the right to rescind payment of unreasonable expenses. The Treasurer shall also carry out any other duties as prescribed in the Constitution and By-Laws.

Section 3: Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of all the members at its first regular general membership meeting following the creation of such vacancy, or at a special Board meeting called for that purpose, except that a vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board.

ARTICLE SIX

THE CLUB YEAR, NOMINATIONS, ELECTIONS AND VOTING

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

Section 2: Voting: Voting at a general meeting or a special meeting of the Club shall be limited to those members in good standing who are present at the meeting. The Board of Directors may decide to submit other specific

questions to the members for decision by written ballot cast by mail.

Section 3: Nominations: No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall elect a nominating committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be his duty to call a committee meeting that shall be held on or before September 1.

- a) The committee shall nominate one candidate for each office and three candidates for the three other positions on the Board and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing no later than September 1.
- b) Upon receipt of the nominating committee's report, the Secretary shall notify each member in writing of the candidates so nominated by September 20.
- c) Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and further provided that if the proposed candidate is not in attendance at this meeting, the member proposing the nomination shall present to the Secretary a written statement signifying the candidate's willingness to be nominated. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made from among those members who have not accepted a nomination of the nominating committee.
- d) Nominations cannot be made at the Annual meeting or in any manner other than as provided in this section. No votes for write-in candidates will be counted.

Section 4: Annual Elections: The election of Club officers and Board members shall be accomplished at the annual election meeting in December at which officers and the Board of Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance to Section 3 of this Article. The candidate receiving the largest number of votes shall be elected. Tie votes will be broken by a second ballot. The Board members and officers shall take office effective January 1. Each retiring Board member and officer shall turn over to their successor in office

all properties and records relating to that office within thirty (30) days after the election.

ARTICLE SEVEN ORDER OF BUSINESS

Section 1: At meetings of the Club, Robert's Rules of Order, as revised, shall be used and 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 the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Delegate
- Report of the Committees
- Election of Board and officers (at election meetings) Unfinished business
- Election of new members
- New business
- Adjournment

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

- Roll Call of Directors
- Minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished business
- New business
- Adjournment

ARTICLE EIGHT AMENDMENTS

Section 1: Amendments to the Constitution and By-Laws may be proposed

by the Board of Directors, by a special committee appointed from the membership for such a purpose, or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. 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 (3) months of the date when the petition was received by the Secretary.

Section 2: The Constitution and By-Laws may be amended, at any time, provided that a copy of the proposed amendment has been mailed by the Secretary to each member at least thirty (30) days prior to the meeting at which voting will take place. The favorable vote of two-thirds of the members in good standing present must be secured to effect any such amendment.

ARTICLE NINE DISSOLUTION

Section 1: The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of dissolution of the Club except for the purpose of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.