

AMERICAN MUDI ASSOCIATION

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be one type of membership, open to all persons, age 16 and over, who are in good standing with The American Kennel Club and The United Kennel Club, CKC and MEOE and who subscribe to the purposes of this club.

SECTION 2. Dues. The membership dues are currently \$0.00. Members must acknowledge their desire to be a club member by emailing the club secretary at the start of their membership, an application as described in Section 3.

SECTION 3. Election to Membership. Each applicant for membership shall apply with a form found in the membership section on the AMA website or AMA yahoo group and which shall provide that the applicant agrees to abide by the constitution, bylaws and code of ethics of the AMA and the rules of The American Kennel Club and The United Kennel Club. The application shall state the name, address, email address, telephone number of the applicant as well as other pertinent information deemed necessary by the Presidential Committee.

Applicants may be accepted at any meeting of the Presidential Committee Officers or by email acceptance of these officers. Affirmative votes of 3/4 of the officers shall be required to elect an applicant.

An application which has received a negative vote by the officers may be presented by one of the clubs members or officers before the next meeting of the officers by email and the officers will reconsider the applicant again.

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

SECTION 4. Termination of Membership. Memberships may be terminated:

- (a) *by 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.
- (b) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings

SECTION 1. Annual Meeting. The annual meeting of the club shall be held in the autumn, if possible, at a place, date, and hour designated by the AMA. Written email

notice of the annual meeting shall be emailed by the Secretary to each member at least 30 days prior to the date of the meeting. There will be no quorum percentage for this meeting.

SECTION 2. *Special Club Meetings.* Special club meetings may be called by the President or by one of the other officers of the AMA and shall be notified by the secretary. Such meeting shall be held at such place, date and hour as may be designated by the officers of the club. Written email notice of such meeting shall be emailed 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. There will be no quorum percentage for this meeting.

SECTION 3. *Board Meetings.* The first meeting of the board shall be held immediately following the election of a board when ever the officers deem the club is large enough to need one. Other meetings of the board of directors shall be held at such times and places as are designated by the President or by a majority vote of the entire board. Written notice of each such other meeting shall be emailed by the Secretary to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.

SECTION 4. *Board Business.* The board of directors may also conduct business by telephone conference call, mail, email and fax provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail, email and fax must be conformed in writing or by email within 7 days.

ARTICLE III Directors and Officers

SECTION 1. *Board of Directors.* The board shall be comprised of 3-4 officers and 1-4 other persons, all of whom shall be members in good standing in the AMA/AKC/UKC. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

SECTION 2. *Officers.* The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respected capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the club and of the board and of all votes taken by email, and of all matters of which a record shall be ordered

by the club; have charge of the correspondence, notify members of 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. This position may be separated into two positions if deemed necessary: recording secretary and membership secretary.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys 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's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine if and when necessary.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 4-8 persons.
- (f) AKC/UKC Liaison/Delegate. Among other duties, the L/D shall report to the Club all actions and matters discussed at the AKC/UKC meetings that apply to the Mudi.
- (g) MEOE (Hungarian Kennel Klub) Liaison/Delegate. Among other duties, the L/D shall report to the Club all actions and matters discussed at the MEOE meetings that apply to the Mudi.
- (h) CKC (Canadian Kennel Club) Liaison/Delegate. Among other duties, the L/D shall report to the Club all actions and matters discussed at the CKC meetings that apply to the Mudi.
- (i) All liaisons must be in good standing with the AKC/UKC and the Kennel Club in the country which they represent.
- (j) Liaisons need not be citizens nor residents of the USA, but should be either a citizen or resident in the country represented in order to best attend 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 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 the Vice President shall be filled by the board.**

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the 1st day of September and end on the last day of August.

The club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. 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 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 or by prior email, except for the annual election of officers (delegates) and directors and amendments to the constitution and bylaws (and the standard for the breed), which shall be decided by written ballot cast by email or by AMA yahoo group poll. Voting by proxy shall not be permitted. The officers may decide to submit other specific questions for decision of the members by written ballot cast by email or by AMA yahoo group poll.

SECTION 3. *Annual Election.* The election of officers and directors (and delegates to The American Kennel Club/United Kennel Club, CKC and MEOE, who may but need not be a director or officer of the club) shall be conducted by email or AMA yahoo group poll. Ballots to be valid must be received by the Secretary and 3 election inspectors (or independent professional firm designated by the board) by the day before the meeting. Ballots shall be counted by three inspectors of election who are members in good standing and be 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 apart from the annual meeting).

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. The exception to this rule is the foundation of the AMA and the original determination of officers. After that, a Nominating Committee may be chosen by the Club's officers before the election. The committee shall consist of three members from different areas of the U.S.A., 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 email.

(a) 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 liaisons/delegates to The American Kennel Club/UKC, CKC and MEOE) and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practical to do so. The committee shall then submit its slate of candidates to the Secretary, who shall email the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club two weeks before the election, so that additional nominations may be made by the members if they so desire.

- (b) Additional nominations of eligible members may be made by written email petition addressed to the Secretary and signed by five members and accompanied by the written/mailed acceptance of each such additional nominee signifying his willingness to be a candidate up to 10 days before the election. Except for the position of delegate and secretary/treasurer, no person shall be a candidate for more than one position.
- (c) If no valid additional nominations are emailed 10 days before, the Nominating Committee's nominees shall be declared elected and no balloting will be required.
- (d) If one or more valid additional nominations are emailed 10 days before the election, the Secretary (or an independent professional firm designated by the board) shall, before the election, email 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/countries in which they reside. The 3 inspectors of election (or designated professional firm) shall check the returns against the list of members for the current year and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting or by email.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V Committees

SECTION 1. The officers may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience, agility, tracking and herding 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 officers. 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 officers upon written notice to the appointee; and the officers may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. *American Kennel Club/United Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club or United Kennel Club automatically shall be suspended from the privileges of this club for a like period. This also applies to foreign country liaisons/delegates and their respective Kennel Club affiliations.

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 \$100.00, which shall be forfeited if such charges are not sustained by the officers or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each of the officers or present them at a board meeting, and **the officers 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 officers consider 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 officers entertain jurisdiction of the charges, it shall fix a date of the hearing by the board or a committee of not less than three members of the Presidential office, not less than three weeks or more than six weeks thereafter. **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 an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.**

SECTION 3. Board Hearing. The Presidential Officers or board 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 Presidential Officers or board committee may by a majority vote of those present reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "... member (X) was officially reprimanded as a result of charges filed by member (Y).") 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 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 Presidential Officers or board committee. Immediately after the Presidential Officers 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 Presidential Officers 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 the 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, the standard for the breed or code of ethics may be proposed by the Presidential Officers or board of directors or by written or emailed petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Presidential Officers or board of directors and must be submitted to the members with recommendations of the Presidential Officers or 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, the standard for the breed or code of ethics may be amended at any time, provided a copy of the proposed amendment has been emailed by the Secretary to each member in good standing on the date of the emailing, accompanied by a ballot or notice of a poll on the AMA yahoo group, in which a choice for or against the action to be taken shall be indicated. Notice with such ballot shall specify a date not less than 30 days after the date postmarked/emailed, by which date the ballots must be returned to the Secretary by email or votes to the AMA poll cast, to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

(For a club which is a member of The American Kennel Club this article should also have a Section 3 to read as follows:

“No amendment to the constitution and bylaws, the standard for the breed or the code of ethics that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.”
(Since the bylaws of The American Kennel Club require such approval.)

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 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 Presidential Officers or 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
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. At the 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 Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- Election of new members
- New business
- Adjournment

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.

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