



ALASKAN MALAMUTE CLUB OF WISCONSIN

BY-LAWS & STANDING RULES

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ARTICLE I NAME AND OBJECTS

Section 1 The name of the Club shall be: the Alaskan Malamute Club of Wisconsin, Inc. Also referred to as: “AMCW”, or the “Club”.

Section 2 The objects of the Club shall be:

- (A) To encourage and promote quality in the breeding of purebred Alaskan malamutes and to do all possible to bring their natural qualities to perfection.
- (B) To urge members and breeders to accept the standard of the breed, as approved by the American Kennel Club [“AKC”] as the primary standard of excellence by which the Alaskan malamute is judged.
- (C) To do all in its power to protect and advance the interests of the breed, by encouraging sportsman-like competition at dog shows, obedience trials and performance events.
- (D) To conduct sanctioned matches, dog shows and obedience trials, under the rules and regulations of the AKC; as well as, weight pulls and other performance events under the rules and regulations of the Alaskan Malamute Club of America [“AMCA”], and other organizations sanctioned to hold such events.
- (E) To encourage the training of all dogs, for canine good citizenship.
- (F) To provide educational opportunities of interest to dog fanciers.

Section 3 The Club shall be operated as a 501(c)(7) tax status, non-stock corporation, in accordance with the provisions of chapter 181 of the Wisconsin statutes.

Section 4 The members of the Club shall adopt and may from time to time revise these by-laws, along with any standing rules, as may be required to carry out these objects.

ARTICLE II MEMBERSHIP

Section 1 Eligibility

- (A) There shall be four types of membership open to all persons who subscribe to the objects of the Club.
 - (1) General members - persons eighteen years of age and older, who shall be entitled to all benefits, responsibilities and participation in the Club.
 - a. Charter members - persons who were members in good standing as of the date of incorporation of the Club.
 - b. Lifetime members - persons who have been members in good standing for at least twenty-five years.
 - (2) Junior Members - persons under eighteen years of age, who shall be entitled to all benefits, responsibilities and participation in the Club; with the exception of voting and holding office.
 - (3) Family Members - persons within a household, who shall be entitled to all benefits, responsibilities and participation in the Club; with a maximum of two general members having voting privileges.
 - (4) Associate Members - persons who shall be entitled to all benefits and participation in Club activities; with the exception of voting and holding office.
- (B) While membership is unrestricted as to residence, the Club's primary membership is to be representative of the breeders and exhibitors in the state of Wisconsin, USA.
- (C) Members in good standing, are those Club members that:
 - (1) Have no outstanding financial indebtedness to the Club.

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- (2) Have not had their membership suspended or terminated.

Section 2 Dues

- (A) Membership dues shall be set by the board of directors [“Board”], at the January Board meeting.
 - (1) Charter members are not subject to annual membership dues.
 - (2) Lifetime members are not subject to annual membership dues.
- (B) Other than a charter or lifetime member, no member may vote whose dues are not paid for the current year.
- (C) During the month of February, the treasurer shall send to each member a statement of dues for the upcoming membership year.
- (D) Membership dues are payable on, or before, the first day of April of each year.

Section 3 Election to Membership

- (A) Each applicant for membership, shall apply on a form as approved by the Board. The application form shall:
 - (1) Provide that the applicant agrees to abide by the by-laws and standing rules of the Club.
 - (2) State the name, address, and kennel name [if any] of the applicant.
- (B) Accompanying the application, the prospective member shall submit dues payment for the current year, along with an application fee, as determined by the Board.
- (C) All applications are to be filed with the recording secretary.
 - (1) Each application is to be read at the first meeting of the Club following its receipt.
 - (2) At the next Club meeting, the application will be voted on.
 - (3) An affirmative vote of two-thirds of the members in good standing, present and voting by secret ballot, at that meeting, shall be required to elect the applicant to membership.
- (D) Applicants for membership who have been rejected by the Club, may not reapply within six months after such rejection.

Section 4 Termination of Membership

Memberships may be terminated by:

- (A) Resignation.
 - (1) Any member in good standing, may resign from the Club on written notice to the corresponding secretary, provided the member is not in debt to the Club.
 - (2) Dues obligations and authorized assessments are considered a debt to the Club, which must be settled prior to any consideration of a resignation request.
- (B) Lapsing.
 - (1) A membership shall be considered as lapsed and automatically terminated, if such members' dues remain unpaid thirty days after the first day of the fiscal year.
 - (2) The Board may grant an additional thirty days of grace to such delinquent members, on written request and payment of a late fee, by the member.
- (C) Expulsion.

A membership may be terminated by expulsion, as provided in Article VII of these bylaws.

ARTICLE III MEETINGS AND VOTING

Section 1 Club Meetings

Meetings of the Club shall be held on a bi-monthly basis, within the greater Milwaukee, Wisconsin area, at such hour and place as may be designated by the Board.

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- (A) Written notice of each Club meeting, shall be provided by the corresponding secretary, at least ten days, and not more than fifteen days, prior to the date of the meeting.
- (B) The quorum for Club meetings, shall be twenty percent of the members in good standing.

Section 2 Special Club Meetings

- (A) Special Club meetings may be called by:
 - (1) 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.
 - (2) The corresponding secretary, on receipt of a petition signed by five members of the Club who are in good standing.
- (B) Special Club meetings shall be held in the greater Milwaukee, Wisconsin area, at such place, date and hour as may be designated by any person authorized herein, to call such meetings.
 - (1) Written notice of each special Club meeting, shall be provided by the corresponding secretary at least ten days, and not more than fifteen days, prior to the date of the meeting.
 - (2) Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat.
- (C) The quorum for a special Club meeting, shall be twenty percent of the members in good standing.

Section 3 Board Meetings

Meetings of the Board shall be held on a bi-monthly basis within the greater Milwaukee, Wisconsin area, at such hour and place as may be designated by the Board.

- (A) Written notice of each Board meeting, shall be provided by the corresponding secretary, at least five days prior to the date of the meeting.
- (B) The quorum for a Board meeting, shall be a majority of the Board.

Section 4 Special Board Meetings

Special meetings of the Board may be called by:

- (A) The president.
- (B) The recording secretary, on receipt of a written request signed by at least three members of the Board.
- (C) Special Board meetings shall be held within the greater Milwaukee, Wisconsin area, at such hour and place as may be designated by the person authorized herein to call such meeting.
 - (1) Written notice of each special Board meeting, shall be provided by the corresponding secretary at least ten days, and not more than fifteen days, prior to the date of the meeting.
 - (2) Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat.
- (D) The quorum for a special Board meeting shall be a majority of the Board.

Section 5 Voting

- (A) Each member in good standing whose dues are paid for the current year, shall be entitled to vote at any meeting of the Club, as follows:
 - (1) Each general member, is entitled to one vote.
 - (2) Each family membership, shall be entitled to a maximum of two votes.
- (B) Voting by absentee ballot will be permitted only as follows:
 - (1) For election of officers and directors, at the annual meeting of the Club.
 - (2) For dissolution of the Club, as provided in Article IX of these by-laws.

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(C) Proxy voting will not be permitted at any Club meeting, or election.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1 Board of Directors

(A) The Board shall be comprised of the officers and four other persons, all of whom shall be members in good standing and shall serve until their successors are elected.

(B) The Board members, other than the immediate past-president, shall be elected to a two year term, at the Club's annual meeting, as provided in Article IV, as follows:

- (1) The president, vice-president, corresponding secretary and one director, shall be elected on the even numbered years.
- (2) The treasurer, recording secretary and two directors, shall be elected on the odd numbered years.
- (3) The immediate past-president shall serve for an indefinite period.

(C) The three persons serving as directors, and the immediate past-president, shall represent the interests of the membership-at-large.

(D) General management of the Club's affairs shall be entrusted to the Board.

Section 2 Officers

(A) The Club's officers, consisting of the president, vice-president, treasurer, recording secretary, and corresponding secretary, shall serve in their respective capacities both with regard to the Club and its meetings, and the Board and its meetings.

(B) In addition to such other duties as may be specified in these by-laws:

- (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.
- (2) The vice-president shall have the duties and exercise the powers of the president in case of the president's death, absence or incapacity.
- (3) The treasurer shall collect and receive all moneys due or belonging to the Club.
 - a. Moneys shall be deposited in a bank designated by the Board, in the name of the Club.
 - b. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances, and every item of receipt or payment, not before reported.
 - c. At the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
 - d. The treasurer shall be bonded in such amount as the Board shall determine.
- (4) The recording secretary shall:
 - a. Keep a record of all meetings of the Club and of the Board.
 - b. Keep a record of all matters of which a record shall be ordered by the Board.
 - c. Keep a roll of the members of the Club, with their addresses.
- (5) The corresponding secretary shall:
 - a. Have charge of the Club's correspondence.
 - b. Provide written notification to:
 1. Club members, of the date, time and location of membership meetings.
 2. New members, of their election to membership.
 3. Candidates, of their nominations and record their acceptance or declination.
 4. Board members, of their election to office, as well as the date, time and location of all Club meetings.
 - c. Receive absentee ballots, as provided in these by-laws.

(C) The offices of recording secretary and treasurer may be held by the same person, in which case the Board shall be comprised of eight persons.

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Section 3 Vacancies

- (A) Except for a vacancy in the office of president, any vacancies occurring on the Board during the year, shall be filled until the next annual election, by:
- (1) A majority vote of all the then members of the Board, at its first regular meeting following the creation of such vacancy.
 - (2) At a special Board meeting called for that purpose.
- (B) 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 V THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1 Club Year

- (A) The Club's fiscal year shall begin on the first day of April and end on the last day of March.
- (B) The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue thru the next annual meeting.

Section 2 Annual Meeting

- (A) The annual meeting shall be held in the month of May, at which officers and directors shall be elected by secret ballot, from among those nominated in accordance with Section 4 of this Article.
- (B) The persons elected shall take office immediately at the conclusion of the annual meeting, and each retiring officer shall turn over to their successor in office, all properties and records relating to that office, within thirty days after the election.

Section 3 Elections

The nominated candidate receiving the greatest number of votes for each position on the Board, shall be declared elected.

Section 4 Nominations

- (A) No person may be a candidate in a Club election who has not been nominated.
- (B) At the November Club meeting, the Board shall select a nominating committee consisting of three members; not more than one of whom may be a member of the Board.
- (1) The corresponding secretary shall immediately notify the committee members and alternates of their selection.
 - (2) The Board shall name a chair for the committee, and it shall be that person's duty to call a committee meeting; which shall be held before the January Club meeting.
- (C) The nominating committee shall nominate one candidate for each position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the corresponding secretary, in writing.
- (D) On receipt of the nominating committee's report, the corresponding secretary shall, at least two weeks before the March Club meeting, notify each member in writing, of the nominated candidates.
- (E) Additional nominations may be made at the March Club meeting by any member in attendance, provided that:
- (1) The person so nominated does not decline when their name is proposed.
 - (2) If the proposed candidate is not in attendance at this meeting, the proposer shall present to the corresponding secretary, a written statement from the proposed candidate, signifying their willingness to be a candidate.

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(F) No person may be a candidate for, or hold, more than one position on the Board.

(G) Nominations cannot be made at the annual Club meeting, or in any manner other than as provided in this Section.

ARTICLE VI COMMITTEES

Section 1 The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees.

(A) Standing committees shall always be subject to the final authority of the Board.

(B) Limited-term 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 on written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII DISCIPLINE

Section 1 Suspension

Any member who is suspended from the privileges of the AKC, or other dog related organization, may be suspended from the privileges of the Club, for a like period, following a review of the circumstances of such suspension and subsequent recommendation, by the full Board.

Section 2 Charges

(A) Any member in good standing [complainant], may prefer charges against a member [defendant] for alleged misconduct prejudicial to the best interests of the Club.

(B) Written charges with specifications must be filed in duplicate with the recording secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the Board, following a hearing.

(C) The recording secretary shall promptly provide a copy of the charges to each member of the Board.

(1) 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.

(2) 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 jurisdiction.

(3) If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks, nor more than 6 weeks, thereafter.

(D) The recording secretary shall promptly send one copy of the charges to the defendant by certified mail, together with a notice of the hearing and an assurance that they may personally appear in their own defense and bring witnesses if they wish.

Section 3 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.

(B) Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant:

(1) 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 6 months, from the date of the hearing.

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(2) If it deems that a suspension is insufficient, the Board 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 their fellow members at the ensuing Club meeting which considers the Board's recommendation.

(C) Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the recording secretary. The recording secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4 Expulsion

(A) Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and on the Board's recommendation as provided in Section 3 of this Article.

(B) Such proceedings may occur at a regular or special meeting of the Club to be held within sixty days, but not earlier than thirty days, after the date of the Board's recommendation of expulsion.

(1) The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting.

(2) The president shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in their own behalf if they wish.

(3) The members shall then vote by secret ballot on the proposed expulsion.

a. An affirmative vote of two-thirds of the members in good standing, present and voting, by secret ballot, at the meeting, shall be necessary for expulsion.

b. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII AMENDMENTS

Section 1 Amendments to the by-laws may be proposed by the Board, or by written petition addressed to the recording secretary and signed by twenty percent of the members in good standing.

(A) Amendments proposed by petition, shall be promptly considered by the Board and must be submitted to the members, with recommendations of the Board, by the recording secretary within three months of the date when the petition was received by the recording secretary.

(B) Proposed amendments must be received in writing, by the recording secretary, at least fifteen days prior to the November Board meeting, to be eligible for consideration at the following March Club meeting.

Section 2 The text of the proposed amendment, along with any recommendation from the Board, shall be provided in writing, by the corresponding secretary, to the members in good standing at least fifteen days prior to the date of the March Club meeting.

Section 3 The by-laws may only be amended, altered, or repealed by an affirmative vote of two-thirds of the members in good standing, present and voting, at the March Club meeting.

Section 4 Amendments to the by-laws shall take effect at the conclusion of the annual meeting.

ARTICLE IX DISSOLUTION

Section 1 The Club may be dissolved at any time, by the written consent of not less than two-thirds of the members in good standing.

(A) In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club.

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(B) 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.

Section 2 In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, no individual member shall be held personally liable for any debt, or other liability of the Club, as a result of their position within the organization of the Club.

ARTICLE X 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:

- Call to order
- Establish a quorum
- Approval of the minutes of the last meeting
- Report of president
- Report of treasurer
- Report of recording secretary
- Report of corresponding secretary
- Reports of committees
- Election of Board (at 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:

- Call to order
- Establish a quorum
- Approval of the minutes of last the meeting
- Report of treasurer
- Report of recording secretary
- Report of corresponding secretary
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE XI PARLIAMENTARY AUTHORITY

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 by-laws and any standing rules the Club may adopt.

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STANDING RULES

SR-1 Policy & Procedures

A set of policies & procedures ["P&P"] will be established and serve as a supplement to the by-laws, to assist the Board in the day to day operation of the Club.

SR-2 Code of Ethics

(A) The Club established a code of ethics in January 1975, describing the AMCW position on how to further the understanding among the members regarding breeding, puppy sales, our obligations to new malamute owners, our public image and safety.

(B) Subscribing to the code of ethics is highly recommended, but not required for Club membership, as they are not referenced in the by-laws as an object of the Club.

SR-3 Parliamentarian

(A) The chair of the by-laws committee will serve as the Club parliamentarian.

(B) The parliamentarian will refer to the rules contained in the current edition of Robert's Rules of Order, Newly Revised, which are not inconsistent with the by-laws and standing rules the Club in making any opinion on an issue.