



Delaware Valley Dalmatian Club, Inc.

BY-LAWS

{Adopted by vote of the membership of the Delaware Valley Dalmatian Club, Inc. on December 2, 2019}

Article 1—Name, Objectives and Code of Ethics

Section 1

The name of the Club shall be the Delaware Valley Dalmatian Club, Inc.

Section 2

The objectives of the Club shall be:

- a. To advance the interests of Dalmatians by:
 - 1) Promoting understanding of the breed;
 - 2) Providing a forum to discuss and to learn about the breed;
 - 3) Educating the public about the breed;
 - 4) Acting as caretakers of the breed; and
 - 5) Encouraging sportsmanlike competition at conformation dog shows, obedience and performance trials and events.
- b. To bring the Dalmatian to excellence as is judged by the breed standard, which is approved by the AMERICAN KENNEL CLUB.
- c. To urge members and those breeding Dalmatians to accept and use the AMERICAN KENNEL CLUB standard for the breed as the standard of perfection by which a Dalmatian shall be judged.
- d. To conduct specialty shows and/or other events for Dalmatians under the rules of and sanctioned and licensed by the AMERICAN KENNEL CLUB.

Section 3

The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues 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 the Bylaws and Code of Ethics as may be required to carry out these objectives.

Article 2 - Membership

Section 1 - Eligibility

Membership shall be open to all persons who are in good standing with the AMERICAN KENNEL CLUB, and who subscribe to the objectives and Code of Ethics of the Club.



Delaware Valley Dalmatian Club, Inc.

Individual Membership shall be available to persons eighteen years old and over.

Family Membership shall be available to two adults and children of the same household, with each adult having individual voting privileges and eligibility to hold office. Family members between the ages of ten to eighteen will be listed in the membership roll as junior members of the Club until they reach the age of eighteen.

Junior Membership shall be available to persons age ten to eighteen. A junior member is not eligible to vote or hold office. Upon reaching the age of eighteen, a junior member will automatically become an individual member of the Club without application and be thereafter listed in the membership roll as an individual member having voting privileges and being able to hold office.

Section 2 - Dues

Dues for each category of membership - Individual, Family and Junior - shall be as periodically established by the Board of Directors and affirmed by a vote of the general membership. A junior member who becomes an individual member upon reaching eighteen per Article 2, Section 1 will owe dues as an individual member on January 1st for the next year following his or her eighteenth birthday.

Upon payment of dues, each member agrees to abide by the Bylaws and the Code of Ethics of the Club.

Dues shall be payable before the first day of January. Members elected to membership after the first day of July, in any year, shall pay half the yearly dues. No member may vote whose dues are not paid for the current year.

The Treasurer will keep a membership roll which specifies receipts of dues payments, lists members by category, and lists members eligible to vote and hold office. Prior to the end of the year, the Treasurer shall send to each member a statement of his or her dues for the ensuing year.

Section 3 - Election to Membership

Application for membership shall be on a form as approved by the Board of Directors and which shall provide that the applicant{s} agrees to abide by the Bylaws, the Code of Ethics of the Club and the rules of the American Kennel Club. The application shall carry the endorsement of **two** members. Membership category of individual, family or junior must be specified at the time of application.

The specifics of the application process and membership approval process are detailed in the membership application which can be obtained from the membership chair.

Applicants for membership who have been rejected by the Club may not reapply within six months after rejection.

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



Delaware Valley Dalmatian Club, Inc.

Secretary providing all his obligations are paid in full.

- B. By lapsing - a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid forty-five {45} days after the first of the calendar year; however, the Board may grant an additional forty-five {45} days of grace to such delinquent members. A late payment fee of \$5.00 will be assessed after the first forty five {45} days. Upon request by someone whose membership has lapsed within the current calendar year, the Board may approve, in meritorious cases, reinstatement to membership without re-application and upon full payment of dues for a full year.
- C. By expulsion - a membership may be terminated by expulsion as provided in Article 7 of these Bylaws.

Article 3 - Meetings and Voting

Section 1 - Club Meetings

Meetings of the Club shall be held at least four times per year at such an hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be sent by postal mail or email by the Secretary at least two weeks prior to the date of the meeting or published in the Club's official newsletter. The quorum for such meetings shall be 20% of the members in good standing.

Section 2 - Special Club Meetings

Special Club meetings may be called by 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; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. The Secretary shall send a notice by postal mail or email of such meetings at least five days prior to the date of the meetings. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be 20% of the members in good standing.

Section 3 - Board Meetings

Meetings of the Board of Directors shall be held six times per year at such hour and place as may be designated by the Board. Written notice of such meeting shall be sent by Postal mail or email by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4 - Special Board Meetings

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board, at such date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be sent by postal mail or email by the Secretary at least five days and not more than ten days prior to the date of the meeting and no other business shall be transacted thereat. A quorum of such meeting shall be a majority of the Board.



Delaware Valley Dalmatian Club, Inc.

Section 5 - Voting

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 he or she is present. Proxy voting will not be permitted at any Club meeting or election.

Article 4 - Directors and Officers

Section 1 - Board of Directors

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and four Board members at large, all of whom shall be 18 years or older and members in good standing. Board members including the President, Vice President, Secretary and the four Board members at large shall be elected for a one year term and may serve continuously in the position for a maximum of up to and including four years.

The Treasurer shall also be elected for a one year term but may serve continuously in the position for a maximum of up to and including six years. Elections shall be held at the annual meeting as provided in Article 5. General management of the Club's affairs shall be entrusted to the Board of Directors.

- a. During the month of September, the Board shall select a nominating committee consisting of three members, not more than one of whom may be a member of the Board.
- b. The Board shall prepare, review and upgrade a detailed operating procedural guideline for each officer. The Board shall present a copy to each elected officer at the time of his/her election.
- c. The Board shall, at its discretion, prepare, review and upgrade a detailed operating guideline for approved committee heads.

Section 2 - Officers

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

- a. The President shall preside at all meetings of the Club and the Board and shall have the duties and powers normally appurtenant specified in these Bylaws.
- b. The Vice President shall have the duties and exercise the power 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 matters of which record shall be ordered by the Club. Additionally, the Secretary will have charge of all correspondence, notify members of the meetings, and notify officers and directors of their election to office. The Secretary shall keep a roll of the members of the Club with their addresses and carry out such other duties as prescribed in these Bylaws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board in the name of the Club. The books shall at all times be open to inspection by the Board and the Treasurer shall report to them



Delaware Valley Dalmatian Club, Inc.

at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting, he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 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 then members of the Board at its first regular 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 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 5 - The Club Year, Annual Meeting, Elections

Section1 - Club Year

The Club's fiscal year shall begin on the first day of January. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section2 - Annual Meeting

The annual meeting shall be held in the month of December at which Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. Upon the request of any member present at the meeting, the ballot may be a secret, written ballot. Officers and Directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

Section 3 - Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for members at large receiving the greatest number of votes shall be declared elected.

Section 4 - Nominations

No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three members not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen of their selection. The Board shall name a chairperson for the committee and it shall be his/her duty to call a Committee meeting for purposes of selecting and submitting nominations as per the below process.

- a. The committee shall nominate one candidate for each office and four candidates for



Delaware Valley Dalmatian Club, Inc.

- member at large on the Board and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall before the October meeting, notifying each member in writing of the candidates so nominated.
 - 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/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only 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 provided in this section.
 - e. All persons nominated must be 18 years of age or older and in good standing.
 - f. No officer or Board member at large shall hold the same office for more than four consecutive years, with the exception of Treasurer, who may hold the same office for no more than six consecutive years.

Article 6 - Committees

Section 1

The President may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, performance events, activities, members and other fields which may be well served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2

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

Article 7 - Discipline

Section 1 - American Kennel Club Suspension

Any member who is suspended from the privileges of the AMERICAN KENNEL CLUB automatically shall be suspended from the privileges of this Club for a like period.

Section 2 - Charges

Any member may prefer charges against a member's alleged misconduct prejudicial to the best interest of the Club and/or the breed. Written charges with specifications must be filed in duplicate with the Secretary



Delaware Valley Dalmatian Club, Inc.

together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy by postal mail or email of the charges to each member of the Board or present them at the Board meeting and the Board shall first consider whether actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed.

If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or the breed, 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 not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one 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/her own defense and bring witnesses if he/she wishes.

Section 3 - Board Hearing

The Board shall have complete authority to decide whether counsel may attend their 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 not more than six months from the date of the hearing. If the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the 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 shall in turn notify each of the parties of the Board's decision and penalty, if any.

Section 4 - Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Boards' recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges, and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The membership shall then vote by a secret written ballot on the proposed expulsion. A $\frac{2}{3}$ vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

Article 8 - Amendments

Section 1

Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary. Amendments proposed by such petition shall be promptly considered by the Board of



Delaware Valley Dalmatian Club, Inc.

Directors and must be submitted to the members by postal mail or email with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2

The Bylaws may be amended by $\frac{2}{3}$ vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notices of the meeting and all members notified by postal mail or email at least two weeks prior to the date of the meeting.

Article 9 - Dissolution

The Club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ 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 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 payments of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article 10 - Order of Business

At the meetings of the Club, the order of business so far as the character and nature of the meeting shall permit, shall be as follows:

- Introduction of Member and Guests
- Minutes of Last Meeting (Secretary)
- Report of the President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meeting)
- Election/Introduction of New Members
- Unfinished Business
- New Business
- Adjournment

Article 11 - Indemnification

Personal Liability of Directors; Indemnification of Directors, Officers and Others

To the fullest extent that the law of the Commonwealth of Pennsylvania as it exists on April 30, 1991, or as it may thereafter be amended, permits the elimination or limitation of the liability of Directors on non-profit corporations, no Director of the Delaware Valley Dalmatian Club shall be personally liable for monetary



Delaware Valley Dalmatian Club, Inc.

damages as such for any action taken, or failure to take any action, as a Director.

Except as expressly prohibited by applicable law, the Delaware Valley Dalmatian Club shall indemnify every Director and Officer of the Delaware Valley Dalmatian Club who was or is a party or is threatened to be made party to any threatened, pending, or contemplated action, suit, appeal or other proceeding of any nature. Persons who are not Directors and in circumstances in which any such person is a party to a proceeding referred to by this Section, shall be indemnified by the Delaware Valley Dalmatian Club to the same extent the /Delaware Valley Dalmatian Club would be required by this Section to indemnify such persons if they were or had been Directors or Officers of the Delaware Valley Dalmatian Club.