

- Section 1.** The name of the Club shall be “The Giant Schnauzer Club of America, Inc.”
- Section 2.** The objectives of the Club shall be;
- A) to preserve and improve the character and conformation of the Giant Schnauzer as described in the official breed standard;
 - B) to conduct dog shows, companion and performance events and sanctioned matches under the rules of the American Kennel Club;
 - C) to otherwise protect and advance the interests of the breed.
- Section 3.** The Club shall not be conducted operated for profit and no part of any profits or remainder or residue from dues or donations or any other revenue shall inure to the benefit of any member of the Club or any other 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 objectives.
- Section 5.** Nothing herein contained shall be construed to make this organization a partnership or to make any member, officer, or director of this organization personally responsible or liable under Partnership Law or otherwise for the acts, debts, defaults, or liabilities of any character whatsoever of any member of the organization.

BY-LAWS

Article I

- Section 1.** There shall be three types of membership, open to all persons eighteen years of age or older who are members in good standing of the American Kennel Club and subscribe to the objects of this Club.
- A) **REGULAR MEMBERSHIP:** All persons who are U.S. residents and/or U.S. citizens eighteen years of age and older. Regular members shall enjoy all the privileges of the Club, including one vote and the ability to hold office.
 - B) **HOUSEHOLD MEMBERSHIP:** Two (2) persons of the same household, eighteen years of age or older. Each shall have one vote and each shall have the ability to hold office. However, persons residing in the same household may not concurrently be nominated, elected, or serve as an officer or director.
 - C) **INTERNATIONAL MEMBERSHIP:** A person eighteen years of age or older, who is both not a resident of the United States (or its territories and possessions), but who has interest parallel to those of the GSCA and who desire to subscribe to the Club’s publication. International Members shall enjoy all privileges except voting and holding office. International Members will not count in determining a quorum.
- Section 2.** Membership dues shall not exceed \$100.00 per year and shall be payable on or before the 1st day of January of each year. On or before November 1st, the Membership Chair shall send to each member a statement of dues for the ensuing year. No member may vote whose dues are not paid for the current year. If the annual dues are not paid by

January 31st, it will be considered lapsed. The member will need to re-apply, including sponsors to be re-instated. The Board of Directors may review the dues once in the even number years. If a change in the annual fee is recommended, it cannot be more than \$5.00 for individual membership and \$10.00 for household and international.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address, phone number, email address and occupation of the applicant and it shall carry the endorsement of at least two members who are in good standing. Accompanying the application, the prospective members shall submit an administrative fee and dues for the current year. Prospective members applying on or after the first of June shall submit the administrative fee plus one-half of the annual dues that would otherwise be required. The name, address, telephone number and email address of the applicant, together with the name of the endorser or endorsers shall be published in the Club's newsletter within a reasonable time after the application is received. Any member who objects to the granting of membership to an applicant may file his objection in writing, together with reasons for such objection, with the Secretary within a period of time specified by the Board of Directors for all applications for membership. The Secretary shall notify the entire Board of such objection before an application is approved or rejected. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail or email provided that a minimum of 30 days have elapsed after the applicant/applicant's name appeared in either Giant Steps or the club Newsletter. Affirmative votes of 2/3 of the Directors shall be required to elect an applicant.

Section 4. Administrative fee. There shall be one fee of \$25.00 which shall cover an application for individual, household or international.

Section 5. Termination of Membership. Membership may be terminated by:

- 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. The Secretary, upon receipt of the member's resignation, will send a GSCA letter of acceptance of such resignation by certified mail. Anyone who resigns from the club and wishes to rejoin at some later date cannot be reinstated but must go through the process of a new member.
- B) By lapsing.** A member shall be considered lapsed and automatically terminated if such member's dues remain unpaid after January 31st. In no case may a member vote whose dues are not paid for the current year. A person who was in time past a member of the GSCA upon application shall state that fact stating their name and previous dates of membership and must go through a regular application for new membership.
- C) By expulsion.** A membership may be terminated by expulsion as provided in Article VI of this Constitution and By-Laws.

Article II

- Section 1. Annual Meeting.** The Annual Meeting shall be held in conjunction with the Awards Banquet and that event designated as the National Club Specialty scheduled between May 1st and November 15th. Notice of the Annual Meeting shall be posted on the GSCA website, announced in Giant Steps and the GSCA Newsletter at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing.
- Section 2. Special Biannual Election Meeting.** Before December 1st of each even numbered year, i.e. 2008, 2010, 2012, etc., the President shall designate the place, date, and hour of the Club's Special Biennial Election Meeting. Said meeting shall be held no later than December 15th of each even-numbered year and shall be conducted in accordance with provisions of Article IV of these By-Laws. No business shall be conducted at this meeting except the election of officers. The meeting shall be open to all members in good standing, but it is anticipated only the Club Officer designated by the Board of Directors to preside at the meeting and the three inspectors of election will actually attend in person.
- Section 3. Special Club Meetings.** Special Club Meetings may be called by the President or by a majority vote of the Board of Directors or shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed/emailed to all members and posted to the GSCA website at least 14 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. The quorum for such meeting shall be 10% of the members in good standing.
- Section 4. Board Meetings.** The Board shall have a minimum of one meeting per year and it shall be held in conjunction with the Annual Meeting. Written notice shall be mailed/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 of Directors.
- Section 5.** The Board of Directors may conduct business by mail, e-mail, electronic transmission, fax or telephone conference call and the American Kennel Club's (AKC) procedure on Electronic Balloting for AKC Parent Clubs, through the Secretary. In the event of an e-mail or electronic transmission vote, the motion, who seconded the vote and the results of the vote, would be read into the minutes of the next scheduled Board of Directors meeting by the Club Secretary. The Secretary will confirm the results of votes taken by mail, e-mail or electronic transmission, fax, in writing, within seven days.
- When conducting business by mail, e-mail, electronic transmission, fax or telephone conference call, the Board shall apply the same standards for voting as it does in person. A quorum when conducting business by mail, electronic transmission, fax, or telephone conference call shall be a majority of the board.

The GSCA follows the AKC E-Mail Policy for Parent Clubs with regard to definition of Meetings and doing club business via electronic means.

The term "electronic transmission" shall be defined as any form of communication that meets all of the following: 1) it does not involve the physical transmission of paper, 2) it creates a record that may be retained and retrieved by the recipient, 3) it may be directly reproduced in paper form by the recipient through an automated process.

When notice is required or permitted to be in writing, electronic transmission is written notice.

Section 6. Written notice of the Annual Club Meeting or of any Special Club meeting will be considered sufficient if published in the Club's newsletter (either printed or electronic) as provided in Article IV, Section 5.

Section 7. Procedures and Rules. The rules contained in Robert's Rules of Order (the most recent revision) shall govern the Club in all cases to which they are applicable, and in which they are now consistent with the Constitution and By-Laws or the special rules of order of this society.

Section 8. Minutes of all meetings shall be available upon receipt unless previously published in Giant Steps.

ARTICLE III

Section 1. Directors and Officers. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and four Directors, all of whom shall be members in good standing. They shall be elected for two-year terms at the Club's Special Biennial Election Meeting. The immediate Past President shall continue to serve as a member of the Board of Directors with the full power and authority of membership thereof for the first two years after his successor is elected, provided he is still a member in good standing of the Club. General management of the Club's affairs shall be entrusted to the Board of Directors.

A) Four directors shall be elected from four geographic areas in the United States which shall be designated as East, South, Midwest and West. Said geographic areas shall be made up of contiguous states and shall be as nearly equal in membership as practicable. During May of each calendar year ending in the digit 2 of 7, i.e. 1977, 1982, etc., the Secretary shall furnish the Board of Directors with a roster of the membership by state. The Board shall then determine, by majority vote, the boundaries of said geographic areas. The Board may assign members living outside the United States to any geographic area.

B) All Officers and Directors are limited to two consecutive terms in any single office.

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 meeting. All officer positions shall be bonded in an amount as the current board shall determine.

- A) The President shall preside at all meetings of the Club and the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws.
- 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 be responsible for:
 - 1. Recording minutes of all meetings of the Board of Directors and members;
 - 2. Recording all minutes of all meetings by the Board of Directors by mail, fax, E-Mail or telephone conference call;
 - 3. Furnishing copies of all minutes of all meetings in a form prescribed by the Board of Directors;
 - 4. Notifying members of the time and place of Director's meetings;
 - 5. Notifying Board of Directors of the time and place of Directors' meetings;
 - 6. Carrying out such other duties as are described in these By-Laws and/or by the Board of Directors;
 - 7. Conducting all general Club correspondence not covered by the Information Center or Website;
 - 8. Preparing and mailing all Club material excluding Giant Steps, Information Center or Website;
 - 9. Lending as much assistance as possible to Committee Chairman with mailings pertaining to Club business.
- D) The Treasurer shall:
 - 1. Collect and receive all monies due or belonging to the Club;
 - 2. Deposit monies in a bank approved by the Board, in the name of the Club;
 - 3. Disburse funds necessary to discharge the liabilities of the Club. Such disbursements shall in no event exceed a maximum limit on all expenditures imposed by the Board of Directors. If liabilities are incurred in excess of this maximum limit prior approval of the Board must be obtained before payment can be made;
 - 4. Keep his books open to inspection by the Board at all times;
 - 5. Report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported;
 - 6. Render at the Annual Meeting an account of all monies received and expended during the previous fiscal year;
 - 7. Maintain a record of all non-expendable Club property held by the Directors or members of the Club;
 - 8. Submit at the Annual Board Meeting a proposed budget for the ensuing year.
- E) The four Area Directors shall:
 - 1. Encourage specialty and match shows in his/her area;
 - 2. Chair or take responsible position in these above shows;

3. Educate and aid new Giant Schnauzer owners in the proper care (feeding, training, grooming) of their dogs;
4. Investigate, support and endorse new members for the Giant Schnauzer Club of America, Inc.;
5. Support and organize activities to bring area members together;
6. Submit quarterly reports to Giant Steps;
7. Correspond with the Information Center about inquiries received by the Information Center from individual areas.

Section 3. Removal of Officers and Directors.

- A) An officer or director elected by the Board may be removed by the Board for failure to discharge his duties as prescribed in Section 2 of this Article by a vote of 80% of the entire Board of Directors.
- B) An officer or director elected by the members may be removed only by the vote of those members eligible to vote for the officer or director. A recall election may be initiated by a written petition addressed to the Secretary signed by 20% of the membership in good standing. Such election shall be conducted within three weeks of the date when the petition was received by the Secretary.

Section 4. 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 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. If a Board member does not vote on two consecutive ballots during the fiscal year, the office is automatically forfeited.

Section 5. Installation of Officers and Directors. Officers and Directors shall take office on January 1st, the beginning of the fiscal year following their 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.

Article IV

CLUB YEAR, ELECTIONS, NOMINATIONS, AND WRITTEN NOTICE

Section 1. Club year. The Club's fiscal year shall begin on the first day of January and end on the 31st day of December.

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, except for Biennial Election of Officers and Directors, and amendments to the Constitution and By-Laws and the Standard for The Breed which shall be decided by written ballot cast by

mail, e-mail or electronic transmission. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail, e-mail or electronic transmission. Any issue which has been decided by a mail ballot may not be overturned at a subsequent Annual or Special Meeting.

Section 3. Election. At the Special Biennial Election Meeting for Officers, Directors and Delegate (who may but not need be a director or officer of the club) to the American Kennel Club the vote shall be conducted by secret ballot. Ballots, to be valid, must be received at least one day prior to the meeting by the Secretary or by an Officer appointed by the Board of Directors or a professional firm designated by the board at the election meeting. Ballots shall be counted at the meeting by three inspectors of election to be chosen by the Board of Directors. The person receiving the largest number of votes for each position 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 shall be filled by the new Board of Directors in the manner provided by Article III, Section 4. In the event of a tie vote, the office shall be declared vacant and the vacancy shall be filled as above. The procedure for election of the four directors, elected from the four geographic areas of the United States, shall be, in all respects, similar to the election of officers except that members shall be entitled to vote only for directors from their own geographic area.

As outlined in Article II, Section 5, this process may be conducted by mail, e-mail, electronic transmission, fax or telephone conference call.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws, and who has not been a member of the Club for at least 24 consecutive immediately preceding months. At least 90 days before the Special Biennial Election Meeting, the Secretary shall send out to each member of the Club or the club Newsletter shall publish notice the nominations are open. Each member shall be entitled to nominate one candidate for each office. Each member may nominate one candidate for Director from each of the four geographic areas. Nominations must be received by the Secretary at least 30 days before the Biennial Election Meeting. No Nominations will be accepted without the written consent of the nominee.

- A) The Board of Directors may, by a majority vote at a properly constituted special Board meeting, name a recommended slate or partial slate of nominees. The names of properly recommended nominees shall be published in the Club's newsletter together with notice that their election has been recommended by a majority vote of the Board of Directors. Recommended nominees shall be given no preference on the ballot or in the instructions accompanying the Ballot.
- B) The Secretary shall send by mail, e-mail, electronic transmission, fax or telephone conference call, to each member in good standing at least 20 days before the special Biennial Election Meeting a ballot listing in alphabetical order, with states in which they reside, all of the nominees for each position.

If the ballot is to be conducted by US Mail, the envelopes must be a blank envelope and a return envelope addressed to the Secretary or designated professional firm, marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which, in turn, shall be placed in the second envelope addressed to the Secretary or designated professional firm. The Inspectors of Elections or designated professional firm shall check the return against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting which shall be announced in the Club's newsletter within 30 days after the election.

If the ballots are to be conducted by electronic transmission, the club should retain the services of one of the many professional balloting companies so that the election process will proceed, with secret ballots, exactly as outlined for USPS, except the ballots will be distributed and retrieved by electronic transmission.

- C) Nominations cannot be made at the Annual Meeting or in any manner other than as provided here.

Section 5. Written notice to members when required by any Article of these Constitution and By-Laws may be given by publishing in the club's newsletter provided that all other requirements of notice are fully complied with.

ARTICLE V

COMMITTEES

Section 1. The President may submit names for Chairmen of Standing Committees to the Board for approval. Such committees shall be subject to the final authority of the Board. Special committees may 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 Board upon written notice to the appointee, and the Board may appoint successors to these persons whose service has been terminated.

Section 3. Committees may be appointed by the President, subject to Board approval. The Editor of Giant Steps is to be a position appointed by the President subject to Board approval with each new term.

Section 4. The information Center (appointed by the President, subject to Board approval, with each new term) shall be responsible for:

1. Answering all inquiries by people wanting to become members of the Giant Schnauzer Club of America, Inc., or wanting to purchase a Giant Schnauzer.

2. Maintain and expend a list of information to be sent or sold to correspondents seeking information.

Section 5. The American Kennel Club Delegate

- A) The appointment of a Delegate to the American Kennel Club shall be by election by the general membership. This election shall occur biannually concurrent with the ballot for Officers and Directors. The number of consecutive terms is unlimited. Nominations shall be conducted in accordance with Article IV, Section 4 with the exception that eligibility for the office shall be limited to members of the Giant Schnauzer Club of America who have been members in good standing for a minimum of 5 immediately preceding consecutive years who meet all American Kennel Club eligibility requirements.
- B) The incumbent Delegate shall remain in office until such time as the credentials of the newly-elected Delegate shall be accepted by the American Kennel Club. Should the credentials of the newly-elected Delegate not be accepted by the American Kennel Club, the incumbent Delegate shall remain in office for the position.
- C) If the incumbent Delegate resigns during the first year of office, the vacancy shall be filled by an appointment of the President and approved by a majority of the Board of Directors. A resignation during the second year shall leave the office vacant until the next regularly scheduled election.

Section 6. Audit Committee

- A) An Audit committee comprised of two G.S.C.A. members in good standing shall be appointed by the President and approved by the Board. The Treasurer's records shall be audited within thirty (30) days of the close of the fiscal year. The committee shall report the condition of the records to the Board without delay upon completion of the audit. The auditors' report shall be published in the next issue of Giant Steps.
- B) Should a mid-term change of Treasurers occur, the audit committee shall audit the records and report on the condition of the records being forwarded to the new Treasurer.

Section 7. Parliamentarian. If the Board wishes to appoint a parliamentarian, that person must hold certification credentials from a recognized authority. Lacking such a person among the membership the Board may hire a certified parliamentarian to resolve such issues as may be necessary for the benefit of the Giant Schnauzer Club of America, Inc.

ARTICLE VI

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 members 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 \$50.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board to present them at a Board meeting. After due consideration, the Board shall vote whether the actions alleged in the charge, if proven, might constitute conduct prejudicial to the best interest of the Club or the Breed. If a majority of the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Breed, it shall refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee appointed by a majority of the Board, of not less than three members of the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send a copy of the charges to the complainant and the accused member by registered mail together with a notice of the hearing and an assurance that they may personally appear in their own behalf and bring witnesses if they wish.
- Section 3. BOARD HEARING.** The Board or 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 Board or Committee may, by a majority vote of those present, reprimand 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. A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to the Board hearing "Member X was officially reprimanded as a result of charges filed by Member Y." And, if it deems that punishment is 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 recommendations of the Board or Committee. Immediately after the Board or 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 Board or a Committee as provided in Section 3 of this Article. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on his own behalf though no evidence shall be taken at this meeting. The meeting shall then vote by secret written 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 By-Laws and to the Standard for the Breed may be proposed by the Board of Directors or by written 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 Board of Directors and must be submitted to the members 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 Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. This ballot may be mail, e-mail or electronic transmission. The notice shall specify a date not less than 30 days after the mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to affect any such amendment.

The Standard of the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the USPS by the Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The ballot must be mailed in accordance with Section 4, Paragraph B.

Section 3. No amendment to the Constitution and By-Laws (or to the Standard of the Breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII
DISSOLUTION

Section 1. **DISSOLUTION.** 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 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 member of the Club, but after payment of debts of the Club, its property and assets shall be given to one or more charitable organizations for the benefit of dogs selected by the Board of Directors.

ARTICLE IX
ORDER OF BUSINESS

Section 1. At the 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 Taking

Minutes of the Last Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

Unfinished Business

New Business

Adjournment

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

Reading of the Minutes of the Last Meeting

Report of the Secretary

Report of the Treasurer

Report of the Committees

Unfinished Business

Election of New Members

New Business

Adjournment