

**CONSTITUTION AND BYLAWS
OF THE NORWEGIAN ELKHOUND ASSOCIATION OF AMERICA, INC**

REVISED: April 13, 2005

REVISIONS APPROVED BY AMERICAN KENNEL CLUB: July 7, 2006

CONSTITUTION

ARTICLE I

Section 1.

The name of the Club shall be: The Norwegian Elkhound Association of America.

Section 2.

The objects of the Association shall be:

- (a) to encourage and promote quality in the breeding of purebred Norwegian Elkhounds 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 as the only standard of excellence by which Norwegian Elkhounds shall be judged;
- (c) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (d) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, performance events and other sanctioned AKC events and
- (e) to conduct sanctioned matches, dog shows, obedience trials, agility trials and other sanctioned AKC events for which the club is eligible under the rules and regulations of The American Kennel Club.

Section 3.

This Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

Section 4.

The members of the Association shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Eligibility

There shall be the following categories of members:

- (a) Individual persons eighteen years of age or older who subscribe to the purposes of this Association and who are in good standing with the Association and with The American Kennel Club.
- (b) Local specialty clubs, officially recognized by this Association and The American Kennel Club, comprised of individuals devoted to the same purposes as this Association and whose club activities are restricted to a specific metropolitan area of the United States.
- (c) The Board of Directors may from time to time recommend persons for election by the members as Honorary Members. Honorary Members shall not be required to pay dues. They shall not have the right to vote or hold office, except an honorary office if elected thereto.

Section 2. Dues

- (a) Membership dues shall be as follows, payable on or before the first day of July of each year.
 - (1) Individual membership—not to exceed \$60.00
 - (2) Family combination (two individual members in the same household, each with one vote)—not to exceed \$100.00
 - (3) Local specialty club membership—not to exceed \$100.00.
- (b) No member may vote whose dues are not paid for the current year.
- (c) In any year when the Board does not change the dues rate by May 1, the dues for the respective categories of membership shall continue as determined for the previous year.
- (d) New members accepted into the Association after December 31 shall pay a pro-rated dues rate to be determined by the Treasurer. Dues statements shall be mailed promptly by the Treasurer to all newly elected members and shall be payable within 90 days thereafter.
- (e) During the month of June the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 3. Application for Membership

- (a) Application for individual or combination membership in the Association shall be pursuant to the following procedure:
 - (1) Each applicant shall file application with the Corresponding Secretary on a form approved by the Board of Directors and provided by the Corresponding Secretary. The application shall include a statement that the applicant or applicants agree to abide by the Constitution and By-Laws of this Association and the Rules of the American Kennel Club; shall state the name, address, occupation of the applicant or applicants and any other information called for therein; and shall carry the endorsement of two members of the Association. In the event the applicant is unable to obtain the endorsement of two members, a statement to that effect shall be clearly set forth in the information under (2) and (3).
 - (2) Within two weeks after receipt of such a membership application properly filled out, the Corresponding Secretary shall transmit the name, address, and other pertinent information regarding the applicant to (i) each member of the Membership Committee and (ii) the editor of the NEAA Newsletter.
 - (3) The name and address of each applicant, together with the name and address of the endorsers, shall be published in the next issue of the Newsletter, if practical or, if not practical, by special mailing to all members within six months of receipt of the application.

- (4) Any objection to an applicant for membership, together with reasons for such objections, shall be filed in writing with the Corresponding Secretary within four weeks after publication or the mailing which sets forth the applicant's name.
 - (5) If any objection is received by the Corresponding Secretary within the time specified in paragraph (4) above, the Corresponding Secretary shall promptly transmit such objection to each member of the Membership Committee, which Committee shall report to the Board its appraisal of the objection within the time specified in paragraph (6) below.
 - (6) If no objection is received by the Corresponding Secretary within the time specified in paragraph (4) above, the application shall be presented to the Board of Directors for vote at its next meeting or by written ballot within 6 (six) months.
 - (7) Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative votes of two-thirds of the Directors present at a meeting of the Board or of two-thirds of the entire Board voting by mail shall be required to elect an applicant.
 - (8) An application which has not received affirmation by the Board may be presented by a member at the next Annual Meeting of the Association and the Association may elect such applicant by a favorable vote of 75% of the members present.
 - (9) The Membership Committee shall consist of the President, the Corresponding Secretary and the Treasurer.
- (b) Application for specialty club membership in the Association shall be pursuant to the same procedure set forth above in Section 3 (1) for individual memberships, except that (i) the application shall set forth such information as the Board of Directors shall from time to time determine, (ii) the Local Specialty Club, before sending in its application shall be qualified to hold licensed events under the rules of The American Kennel Club, and (iii) such application shall be referred to and acted upon by the Board of Directors without reference to the Membership Committee.
 - (c) Persons recommended by the Board of Directors for honorary membership shall submit a letter of acceptance prior to presentation of their names to the Association membership for election. Honorary members shall be elected by a majority of the members present at an Annual Meeting. Members of the Association elected as Honorary Members may revert to dues paying membership at their option without penalty.

Section 4. Termination of Membership

Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from the Association upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Association. Dues obligations are a debt to the Association and become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will lapse and be automatically terminated if a member's dues remain unpaid 90 days after the first day of the fiscal year. The Board of Directors, however, upon proper application, may grant an additional 90 days grace to such delinquent member in a meritorious case. No member whose dues are unpaid as of the date of an Association Meeting will be entitled to vote at such meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

MEETINGS

Section 1. Annual Association Meeting

The Annual Meeting of the Association shall be held between April 1 and June 30 at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed to each member by the Recording Secretary at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing. Each local specialty club shall count as one

member and shall be entitled to cast one vote by an accredited representative in the manner provided in Article IV, Section 2.

Section 2. Special Association Meetings

Special meetings of the Association may be called (i) by the President, or (ii) by a majority of the members of the Board of Directors who are present at a meeting of the Board or who vote by mail; and (iii) shall be called by the Recording Secretary upon receipt of a petition signed by at least 10% of the members of the Association who are in good standing. Such meetings shall be held at such place, date and hour designated by the Board of Directors. Written notice of such meeting shall be mailed by the Recording Secretary to each member at least 20 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 business may be transacted. The quorum for a special meeting shall be 10% of the members in good standing. Each local specialty club shall be entitled to cast its vote by an accredited representative in the manner provided in Article IV, Section 2.

Section 3. Board Meetings

A meeting of the Board of Directors shall be held on April 1. Other meetings of the Board shall be held at such times and places as shall be designated by the President or by a majority vote of the Board. Meetings shall be in person, by video conference, or by teleconference. Advance written notice by the Recording Secretary shall be required for notification of such a meeting.

Written notice of each such meeting shall be mailed by the Recording Secretary to each member of the Board at least 14 days prior to the meeting, except that waivers of notice duly executed by each member to the Board and made a part of the minutes of the meeting may be used in lieu of actual notice. The quorum for a Board Meeting shall be a majority of the Board voting in person or by mail. The Board may conduct its business by telephone conference provided all members of the Board are notified of the proposed business and all actions taken are ratified by mail vote within 21 days by a majority of the Board.

The Board of Directors may conduct its business by mail, fax, or e-mail through the Recording Secretary. Business conducted by e-mail must include the following precautions: (1) every Board member *must* be provided with the means to participate; (2) a procedure must be in place to verify the identity of all individuals participating to ensure that they are the eligible Board members; (3) a mechanism must be in place to verify that the eligible Board members are "listening"; (4) all Board members must agree to participate in this manner. The quorum for conducting business shall be a majority of the Board.

ARTICLE III

OFFICERS, AKC DELEGATE AND DIRECTORS

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Delegate to the American Kennel Club (herein referred to as "officers") and three other persons (sometimes referred to as "directors"), elected as hereinafter provided. Officers and directors shall have equal status as members of the Board of Directors regardless of designation. Each officer and each director shall be a member of the Association in good standing, and a resident of the United States of America. Each shall be elected as provided in Article IV and shall serve until his successor is elected and, in the case of the American Kennel Club delegate, until his successor's credentials have been acted upon with approval by The American Kennel Club's Board of Directors.

a) Officers

The President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall be elected as such for one-year terms. The President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall not be eligible for election to the same office for more than three successive terms. Each officer, upon ceasing to hold such office, shall not be eligible for election as director until after the expiration of one year.

b) Directors.

Directors shall be elected for one year terms and shall not be eligible for election as Directors for more than three successive terms. Each Director, upon ceasing to hold office, shall be ineligible for re-election as Director until after the expiration of one year but may be elected an officer without such interval.

c) Delegate to the American Kennel Club.

The Delegate to the American Kennel Club shall be elected for a two-year term with no limit on the number of terms.

d) General management of the Association's affairs shall be the responsibility of the Board of Directors including determination of time, place and other details of any event which the Association may sponsor or support. The Board shall present an annual report to the membership at the Annual Meeting.

Section 2. Duties of Officers

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

- (a) The President shall preside at all meetings of the Association and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those specified by these 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, and such other duties as he may accept from the Board.
- (c) The Recording Secretary shall send notices of Association meetings to the members and of Board meetings to each member of the Board. He shall write the minutes of all such meetings within 30 days and shall send a copy of the minutes of Association meetings to the Newsletter editor for publication and copies of the minutes of Board meetings to each member of the Board. He shall send out ballots as required and keep a record of all votes taken by mail and of all other matters of which a record shall be ordered by the Board. He shall maintain an up-to-date name and address list of all Association members. He shall give written notice of the slate of candidates and any additional nominees, to each member (Article IV). He shall notify officers of their election and appointees of their appointments, by the Board. He shall submit to the Board the names of nominees for the Local Clubs' Advisory Council.
- (d) The Corresponding Secretary shall have charge of all correspondence and all applications for membership. He shall notify new members of their election as members. He shall be responsible for the mailing and collecting of charges for the Association literature (other than the Newsletter).
- (e) The Treasurer shall collect and receive all money due or belonging to the Association. He shall deposit same in a bank approved by the Board in the name of the Association. His books shall be open for inspection by the Board at all times and shall be audited annually by person(s) designated by the Board. At each meeting of the Board he shall report the condition of the Association's finances and each item of receipt or payment not before reported. At the Annual Meeting and/or by publication in the Newsletter, he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.
- (f) The Delegate to The American Kennel Club shall assume office as an officer immediately upon election. He shall also serve as official delegate of the Association to The American Kennel Club including attendance at Delegate meetings of The American Kennel Club, official liaison between the Board of Directors and The American Kennel Club, and all other duties normally appurtenant to this position. He shall not serve as Delegate until duly approved by The American Kennel Club and shall continue to serve as such until his successor is duly approved. Between expiration of his term as officer and approval of his successor's credentials by The American Kennel Club's Board of Directors, he shall remain on the Board as a non-voting member.

Section 3. Vacancies

Any vacancies occurring on the Board or among the officers (including the Delegate to The American Kennel Club) during the year shall be filled for the unexpired term of office by a majority vote of the remaining 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 Vice President shall be filled by the Board. Appointment to a vacated office by the Board of Directors shall constitute a fully elected term if the appointed individual serves more than half of the unexpired term.

ARTICLE IV

THE ASSOCIATION YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 1. Association Year.

The Association's fiscal year shall begin on the first day of July and end on the 30th day of June. The Association'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 April 1, 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 Association voting shall be limited to those members in good standing who are present at the meeting, except that on the following matters voting shall be by mail ballot returned to the Recording Secretary prior to the meeting:

- (a) Election of officers and directors
- (b) Amendments to the Constitution and By-Laws of the Association
- (c) Amendments to the Standard for the breed
- (d) Such other matters as the Board may from time to time determine except as otherwise provided in the Constitution and By-Laws, all decisions shall be made by a simple majority of votes cast. Each member is entitled to one vote, except that in the case of a combination membership each of the two members of the combination shall be entitled to one vote. Each local specialty club shall be entitled to one vote.

Section 3. Annual Election.

The election of officers and directors and delegate to The American Kennel Club shall be conducted by secret ballot. Ballots to be valid must be received by the Recording Secretary before March 24. Ballots shall be counted by an independent professional firm designated by the Board, or by three inspectors of election who are not Board members and not candidates on the ballots and who shall be appointed by the Board. If any of the persons so designated shall be unable or unwilling to serve, a substitute inspector may be appointed by the President, with the approval of a majority of the members present at the meeting. The inspectors need not be members of the Association. The person receiving the largest number of votes for each position shall be declared elected by the President. Each elected officer and director shall assume office on April 1. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and any resulting vacancy shall be filled by the new Board of Directors in the manner provided in Article III, Section 3.

Section 4. Nominations and Ballots.

A Nominating Committee shall be chosen by the Board before the first day of November. The Committee shall consist of three members 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 President shall name a chairman of the Committee. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among eligible members of the Association one candidate for each expiring office and each expiring position as director, and shall procure the written acceptance of each candidate so chosen prior to the announcement of his nomination. The Committee shall submit its slate of candidates to the Recording Secretary on or before December 15 who shall give written notice of the slate to each member by mailing not later than January 5.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his address on or before February 5th signed by ten members, other than nominees, and accompanied by the written acceptance of each such nominee

signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

- (c) If no valid additional nominations are received by the Recording Secretary on or before February 5th, the Nominating Committee's slate shall be declared elected and no balloting will be required. The newly elected board shall take office on April 1.
- (d) If additional nominations are received, the Recording Secretary shall, on or before the first day of March, mail 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 in which they reside, together with (i) a blank envelope and (ii) a return envelope addressed to the Recording Secretary, marked "Ballot" and bearing the name of the member to whom it was sent and who voted the enclosed ballot. 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 envelope addressed to the Recording Secretary, and mailed to him. The inspectors of election at the time of the ballot count shall check the returns against the list of members in good standing prior to opening the outer envelopes, removing and opening the blank envelopes and counting the ballots. They shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the Annual Meeting.
- (e) In the case of additional nominees for director, the membership shall be instructed to vote for up to three individuals. The three nominees receiving the greatest number of votes shall be declared elected.
- (f) Nominations may not be made at the Annual Meeting or in any manner other than as provided above. No person may be a candidate in any Association election who has not been nominated as herein provided. In event of death, refusal to serve or unavailability for any reason of a candidate nominated as provided above, and if no other candidate has been nominated for office, the office shall be filled by the new Board of Directors as provided in Article III, Section 3.

ARTICLE V

COMMITTEES AND OTHER APPOINTMENTS

Section 1. Standing and Special Committees.

The President may each year, with approval of the Board, appoint standing committees to advance the work of the Association in such matters as dog shows, sanctioned matches, specialty shows, obedience trials, performance events, judging and the breed standard, membership, trophies and prizes and other matters which appropriately may be 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. Local Clubs' Advisory Council.

The purpose of the Local Clubs' Advisory Council shall be to provide liaison between Local Specialty Clubs, for discussion of matters of mutual interest and communication with the Parent Club.

(a) The Local Clubs' Advisory Council shall consist of one representative from each member local specialty club, each chosen by his respective club.

Section 3. Other Appointments.

Immediately following the installation of the newly elected Board, the Board of Directors shall appoint (i) an editor of the Newsletter, (ii) a columnist for Pure-Bred Dogs (AKC Gazette) and (iii) columnist for any other publication deemed by the Board to be appropriate. All such appointments are to serve for the ensuing year.

Section 4. Termination of Appointments.

All appointments terminate upon the installation of officers and directors. Any appointment may be terminated by vote of the majority of the Board upon prior written notice to the appointee, provided such

action be pursuant to the quorum requirements for Board action set forth in Article II, Section 3. The Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI

DISCIPLINE

Section 1. American Kennel Club Suspension.

Any member of this Association who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Association for a like period.

Section 2. Charges and Complaints.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association 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 3 weeks nor more than 6 weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing.

The Board shall have complete authority to determine the procedures considered by it to be necessary or appropriate for the protection of the rights of the parties and the best interests of the Association. Without limiting the foregoing, the Board may determine whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. The Board may appoint a committee to assist it in investigating the charges. In the event any member of the Board is the complainant or defendant, he shall be ineligible to participate as a Board or committee member with respect to the matter. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Association for not more than six months from the date of the hearing. And, if it deems that penalty 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 Association meeting, which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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.

Expulsion of a member from the Association may be accomplished only at a meeting of the Association 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 Association to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 (two-thirds) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

Section 1. Proposal of Amendments.

Amendments of these By-Laws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by ten percent of the members of the Association in good standing. All proposed amendments shall be referred to the By-Laws Committee (one to be appointed if none exists), which shall have the proposal published in the Association publication for the members' consideration and comment. Following a period of not less than 60 days, a final draft together with the recommendations of the Board shall be submitted for membership vote within three months of the date the petition was received by the Recording Secretary. Any By-Law Committee, which has not finalized its proposal, shall present a progress report at the Annual Meeting.

Section 2. Voting on Amendments.

These By-Laws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment is mailed by the Recording Secretary to each member accompanied by a ballot on which he may vote for or against the proposal. The notice shall specify a date not less than 30 days nor more than 60 days after the date of mailing by which the ballots must be returned to the Recording Secretary to be counted. To assure the secrecy of the vote, the dual envelope procedures outlined in Article IV, Section 4 will be implemented. The favorable vote of two-thirds of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

Section 3. Approval of Amendments by The American Kennel Club.

No amendments to these By-Laws or to the Standard for the Breed that is adopted by the Association shall become effective unless and until it has been approved by The American Kennel Club.

ARTICLE VIII

DISSOLUTION

Section 1. Procedure for Dissolution.

The Association may be dissolved at any time by the affirmative vote of not less than two-thirds of the membership in good standing.

Section 2. Property to Charitable Organizations upon Dissolution.

In the event of the dissolution of the Association other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Association, nor proceeds thereof, nor any assets of the Association, shall be distributed to any members of the Association; but, after payment of the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

ORDER OF BUSINESS

Section 1.

At Annual Meetings of the Association (and, to the extent applicable, at Special Meetings of the Association) the order of business (subject to the discretion of the President with the consent of 2/3 of those present) shall be as follows:

Roll Call
Minutes of the last meeting
Report of the President
Report of the Corresponding Secretary
Report of the Treasurer
Report of Committees
Election of Officers and Directors
Unfinished Business
Election of New Members
New Business
Adjournment

Section 2.

At meetings of the Board of Directors, the order of business, subject to the discretion of the President with the consent of 2/3 of those present, shall be as follows:

Minutes of the last meeting
Report of the President
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

ARTICLE X

PARLIAMENTARY AUTHORITY

Conduct of the meeting shall be governed by the following in the order of precedence in authority listed:

1. Constitution of the Association
2. By-Laws of the Association
3. The current edition of Roberts' Rules of Order, Newly Revised
4. Any special rules of order the Board or the Association may adopt subject to the foregoing.