



Heart of Dixie Shiba Inu Fanciers, Inc.

Constitution and By-Laws

Ratified by General Membership November 1, 2024

CONSTITUTION

These **By-Laws** are subject to and governed by the State of Georgia Domestic Nonprofit Corporation Laws and the Articles of Incorporation of the **Heart of Dixie Shiba Inu Fanciers, Inc.** In the event of a direct conflict between the provisions of these **By-Laws** and the mandatory provisions of the Georgia State Statute Title 14, Chapter 3 for a Domestic Nonprofit Corporation, the Act (Georgia State Statute Title 14, Chapter 3) will be controlling.

Article 1: **Name and Objectives**

Section 1: The name of the Club shall be **Heart of Dixie Shiba Inu Fanciers, Inc.** hereafter referred to as the **Club**.

The National Shiba Club of America, Inc. hereafter shall be referred to as **NSCA** and **The American Kennel Club, Inc.** hereafter shall be referred to as **AKC**.

The President, Vice President, Secretary and Treasurer (collectively), shall be referred to as **Officers**.

The five additional members that are not **Officers** hereafter shall be referred to as **Directors**.

The **Officers** and **Directors (collectively)** hereafter shall be referred to as the **Board**.

Section 2: **The objectives of the Club shall be:**

- a. To encourage and promote quality in the responsible breeding of the purebred Shiba Inu 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 **AKC** and **NSCA** as the only standard of excellence by which the Shiba Inu shall be judged.
- c. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience and agility trials, etc.
- d. To conduct Regional Specialties, Supported Entries, CGC Tests and A & B Matches, and to host National Specialties under the rules of **AKC** and **NSCA**.

Section 3: The **Club** shall not be conducted or operated for profit, and no part of any income or remainder or residue from dues or donations to the **Club** shall inure to the benefit of any member or individual of the **Club**.

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: The **Club's** area shall be Alabama, Georgia, Florida, Tennessee and South Carolina with the geographic center being Atlanta, Georgia.

Section 6: The general business of the **Club** shall be conducted by the **Board**.

By-Laws

Article 1: Membership

Section 1: Eligibility: There shall be five classes of membership: Single, Family, Junior, Honorary and Life. These classes shall be open to all persons who are in good standing with **AKC** and who subscribe to the purposes of **AKC** and **NSCA** and their Code of Ethics.

- a. **Single members** shall be persons eighteen, (18), years or older who are entitled to all privileges and benefits of the **Club**.
- b. **Family members** shall be two, (2), adults, eighteen, (18), years and older, living in the same residence and shall be entitled to all privileges and benefits of the **Club**.
- c. **Junior members** shall be persons under the age of eighteen, (18), years that shall be entitled to all privileges of the **Club** but excluding the right to vote and the right to hold office. Junior members are not required to pay dues.
- d. **Honorary members** shall be an individual who has made significant contributions to the sport, the Shiba Inu Breed or the **Club**. Honorary members pay no dues and are not eligible to vote, but can maintain regular membership if they pay dues.
- e. **Life members** are those individuals who have been members for a long period of time. Life members pay no dues but are eligible to vote and hold office.

Section 2: Dues: Annual Membership Dues shall be an amount determined from time to time and shall be payable on or before January 1st of each year. After February 1st, dues shall be considered delinquent. After February 1st, individuals wishing to remain members must re-apply. For membership applications accepted after June 1st, dues shall be ½ of the Annual Dues. Any membership application submitted after October 1st; those dues shall be placed towards the following year. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 3: Election to Membership: Each applicant for membership shall apply on a form as approved by the **Board** which shall provide that the applicant agrees to abide by this **Constitution and By-Laws**, the Code of Ethics and the rules of the **AKC** and **NSCA**. The

application shall state the name and address of the applicant and such additional information as the **Board** requests, including an agreement that members will accept all communication by E-mail. The application for membership shall carry the endorsement of two, (2), members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. The application and dues payment shall be submitted to the Membership Chair. The Membership Chair shall keep dues payment attached to the application until the application is accepted or rejected.

If the application is approved, the dues payment will be deposited by the Treasurer in the **Club** account. If the application is rejected, the dues payment will be returned to the applicant.

The membership application shall have its first reading at the first **Board Meeting** immediately following the receipt of the application. The membership application shall have its second reading the following **Board Meeting** for approval or rejection based upon the following:

The application, along with information deemed by the **Board**, shall be sent in a newsletter or an E-mail to the membership. Any general member in good standing may submit to the Membership Chair any information that may affect the eligibility or worthiness of the applicant and any information shall be returned prior to five, (5), days before the next **Board Meeting**. If additional information is submitted, the **Board** shall consider such information and may decide to postpone the voting on the application pending further investigation or may vote on the application at that meeting. Approval of the membership application shall be by majority of the **Board** present and voting.

A Junior member in good standing, upon reaching the age of eighteen, (18), years, who wishes to apply for general membership may do so by written request to the Membership Chair and need not file a new application. The Junior Membership status will then be changed to Single Membership, after dues are submitted.

Applicants for membership who have been rejected by the **Club** may not re-apply within twelve, (12), months after such rejection.

Section 4: Termination of Membership: Membership may be terminated by one of the following:

- a. **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 shall present the resignation letter at the next **Board Meeting**. The **Board** then votes by majority vote to accept or refuse said resignation. The resignation does not become effective until approved by a majority vote of those **Board** members present.
- b. **Lapsing:** A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid thirty, (30), days after the first day of the fiscal year. However, the **Board** may grant an additional thirty, (30), days grace to such delinquent

members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.

- c. **Expulsion:** a Membership may be terminated by expulsion as provided in **Article VIII** of these **By-Laws**.

Article II: Annual Meetings:

Section 1: **Annual Meeting:** The annual meetings which includes the **Board** and all general members whose dues are paid to date. Any other meeting may be called by the **Board**. Meeting times and places are to be designated by the **Board**. The annual meeting shall be held and conducted as outlined in Article VI, Section 2 of this document. Written notice of the annual membership meeting shall be sent (as required by State Law such as via USPS and/or E-mail) by the Secretary, no fewer than ten, (10), days before the meeting if sent electronically or at least thirty, (30), days if sent by US Mail, but no more than sixty, (60), days before the meeting, as required under Georgia State Law Title 14, Chapter 3, Article 7, Part1, General provision (14-3-7). Minutes of the meeting shall be mailed or E-mailed to all members by the Secretary. A quorum shall be no less than ten, (10), percent of the eligible voting members in good standing (14-3-722. Quorum). Members may attend via telephone and proxy votes will be acceptable.

Section 2: **Special Club Meetings:** Special **Club Meetings** may be called by the President, by a majority vote of the **Board**, or shall be called by the Secretary upon receipt of a petition stating the reason for such a meeting and signed by 1/4 of the members in good standing. Written notice of such a meeting shall be mailed or E-mailed by the Secretary at least thirty, (30), days prior to, and not more than forty-five, (45), days before, the date of the meeting. Said notice shall state the purpose of the meeting and no other **Club** business may be transacted. The meeting shall be held at a time and place designated by the **Board**. A quorum for such a meeting shall be no less than 1/4 of the membership in good standing.

Article III: Board Meetings

Section 1: **Board Meetings:** The first meeting of the newly elected **Board** shall be held the 2nd Tuesday in January of the new year. Written notice shall be mailed or E-mailed by the Secretary at least ten, (10), days prior to the date of the meeting. A quorum shall be a majority of the **Board**. The **Board** may conduct business through the mail via the Secretary, via conference calling telephone services, or E-mail.

Article 2: **Special Board Meetings:** Special meetings of the **Board** may be called by the President or shall be called by the Secretary upon receipt of a written request signed by a majority of the **Board**. Such a special meeting shall be held at a time and place designated by those requesting such a meeting. Written notice shall be mailed or E-mailed by the Secretary at least ten, (10), days prior to but not more than fifteen, (15), days prior to the date of the meeting and shall state the purpose of the meeting. No other business shall be transacted. A quorum for such a meeting shall be a majority of the **Board**.

Article 3: **Meeting Attendance:** All general meetings may be attended only by **Club** members in good standing, and their guests. All **Board Meetings** must be attended by **Board Members** only,

except where otherwise permitted by the **Constitution and By-Laws**. Non-members and members in good standing may attend **Board** meetings by approval of the majority of the **Board Members** present based upon a meeting-to-meeting vote.

Article IV: Voting

Section 1: Each member in good standing shall be entitled to one vote at any general meeting of the **Club** at which he or she is present. Vote by Proxy is permitted if accompanied by written consent from an absentee member and given to a member attending meeting as Proxy. For issues put before the entire general membership, specifically annual elections of **Officers** and **Directors**, amendments to the **Constitution and By-Laws**, initial approval of Honorary Memberships, expulsion and other issues as designated by the **Board**, voting shall be by written ballot cast by mail or E-mail via the Secretary.

Article V: Officers and Directors

Section 1: **Board of Directors:** the **Board** shall be comprised of the President, Vice President, Secretary, Treasurer, hereby known as Officers and five, (5), Directors, all of whom shall be members in good standing. The Officers and Directors shall be elected for a one-year term and shall serve until their successors are elected or their positions are vacated voluntarily or involuntarily or they are re-elected. General management of the **Club's** affairs shall be entrusted to the **Board**.

All members of the **Board** shall be obligated to attend or otherwise participate in all regular meetings of the **Board**, except where notice of anticipated absence, along with a reason for the absence, is given to the **Club's** President prior to the meeting. Missing three, (3), unexcused **Board Meetings** in one year may result in the removal of absentee **Board Member**. In such a case, the **Board** will appoint someone to fill the remaining term.

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 assigned to the office of President, in addition to those particularly specified by these **By-Laws**. The President shall be present as the official representative of the **Club** and assist the Show Chairperson in presenting awards and other public relations duties at any official **Club** events such as Regional or National Show Events.
- b. **The Vice President** shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c. **The Secretary** shall keep a record of all meetings of the **Club** and of the **Board**, issue minutes of all **Board** and **Club Meetings** to the membership, keep a record of all voting done by mail, E-mail, phone, etc., and of all matters of which a record shall be ordered by the **Board**. The Secretary shall have charge of the correspondence, including communication with the **NSCA** from the **Club** and be approved by the **Board** prior to submission to the **NSCA**, notify members of meetings, mail or E-mail

of the members of the **Club** with their addresses, which shall be sent to any member in good standing upon written request, and carry out such duties as are prescribed in these **By-Laws**. The Secretary may delegate a portion of his or her duties to the Membership Chair as described in Article I, Section 3.

- d. **The Treasurer** shall collect and receive all funds due to and belonging to the **Club**, shall deposit the same in a bank designated by the **Board** in the name of the **Club**, shall file with the IRS an Annual Tax report, and shall maintain **Club** Non-Profit status annually and shall file Inc. Documentation with the State of Georgia annually. The financial records shall be open to inspection by the **Board** at all times. At the Annual Meeting, the Treasurer shall provide an account of all funds received or expended during the previous fiscal year. The Treasurer shall also prepare an itemized report of all receivables and expenditures for each **Board Meeting**. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year. The **Club's** checking account may have the checks signed for by the President or the Treasurer.

Section 3: **Directors:** The Directors are members of the **Board** and shall attend **Board Meetings** and have full voting rights. Two Directors, along with a non-board member in good standing shall comprise the Nominating Committee. (See Article VI, Section 3, for more information on nominations.)

Section 4: **Vacancies:** Any vacancies occurring on the **Board** during the year shall be filled, until the next election, by a majority vote of all members of the **Board** at its first regular meeting following the creation of such a vacancy, or a special **Board Meeting** called for that purpose. 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**. Should the Secretary or Treasurer become unavailable to perform the duties of their office or be unwilling, the **Board** shall appoint a temporary acting Secretary or Treasurer until such time as the elected person is again available. If the elected person remains unavailable, the **Board**, by majority vote, may appoint a permanent person to fulfill the remaining term.

Article VI: The Club Year, Annual Meetings, Nominations and Elections

Section 1: **Club Year:** The **Club's Fiscal Year** shall begin on the first day of January and end the last day of December.

Section 2: **Annual Meeting:** The annual meeting shall be held in conjunction with the **Club's** Annual Regional Specialty or supported entry at a date and time designated by the **Board**. Written notice of the Annual Meeting shall be provided by the Secretary at least thirty, (30), days prior to the date of the meeting. E-mail is considered written notice. Those members not having E-mail will be sent a notice in the U.S. Mail. A quorum shall be 1/4 or more of the membership in good standing.

Section 3: **Nominations:** No person may be a candidate in a **Club Election** who has not been nominated. A Nominating Chair shall be chosen from the current Directors by the **Board** before

August 15th. The Nominating Chair shall choose one other Director and a **non-Board Member** in good standing who shall also assist the Directors on the Nominating Committee. The three, (3), members of the Nominating Committee shall meet or otherwise conduct business before September 15th. The Nominating Committee may conduct its business by in person, teleconference, video conference, mail, or E-mail or by any other methods developed by the **Board**.

- a. The Committee shall nominate one candidate for each Office and five, (5), Directors to serve on the **Board**. After securing the consent of each person so nominated, the Committee shall report the nominations to the Secretary by October 1st.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall notify the membership by October 15th of the candidates so nominated. E-mail is considered valid notification.
- c. Additional nominations may be submitted by the membership via the mail or E-mail and must be received by the Secretary by November 15th. Valid nominations must be a signed, written petition for nomination submitted by a member in good standing and must include a signed statement by the proposed candidate signifying his or her willingness to be a candidate. No person may nominate themselves.
- d. If there are additional nominations from the membership, the Secretary shall mail or E-mail written ballots to the membership by November 20th. The membership shall vote and return ballots by E-mail to the Secretary and must be received no later than the 1st Friday of December in order to be counted.

Section 4: **Elections:** Nominated candidates receiving the greatest number of votes shall be declared elected. If no other nominations are received, the slate proposed by the Nominating Committee will be adopted without a vote. The Secretary shall notify the membership of the results of the election by mail or E-mail no later than December 30th. Newly elected Officers and Directors shall take office on the first day of the **Club's** official year and each retiring Officer or Director shall turn over to his or her successor all properties and records relating to that office within thirty, (30), days after the beginning of the official year. Elections shall take place annually.

Article VII: Committees

Section 1: The **Board** may each year appoint Standing Committees to advance the work of the **Club** in such matters as Shows, Obedience Trials, Trophies, Annual Awards, Membership, and other such fields which 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. All committee decisions must be approved by a majority vote of the **Board**.

Section 2: No Officer, Director, Committee Chair, Committee Member or Member at large shall contact, commit or contract any person, Judge or Spouse of Judge, supplier or club as a representative of the **Heart of Dixie Shiba Inu Fanciers, Inc.** without prior approval of the **Board**. If an emergency should arise between meetings, a simple E-mail to all the **Board** with a majority vote approval of those voting will suffice.

Section 3: Any committee appointment may be terminated by a majority vote of the membership of the **Board** upon written notice to the appointee, and the **Board** may appoint successors to those persons whose services have been terminated.

Article VIII: Discipline

Section 1: **The American Kennel Club, Inc. Suspension:** Any member who is suspended from the privileges of **AKC** and/or **NSCA** automatically shall be suspended from privileges of this **Club** for a like period, but shall not hinder the eligibility to pay **Club** dues should suspension occur during that period of dues collection.

Section 2: **Charges:** Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the **Club**, the breed, or the sport. 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** following a hearing. The Secretary shall promptly send a copy of the charges to each member of the **Board** or present them at a **Board Meeting**. If the **Board** considers that the charges do not allege conduct which would be prejudicial to the best interest of the **Club**, the breed, or the sport, 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, (3), weeks or more than six, (6), 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 or her own defense and bring witnesses if he or she wishes.

Section 3: **Board Hearing:** 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. Should the charges be sustained, after hearing all the evidence and testimony presented by the Complainant and Defendant, the **Board** may, by majority vote of those present, suspend the Defendant from all privileges of the **Club** for not more than six, (6), months from the date of the hearing. If it deems that the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the Defendant's right to appeal their position before his or her fellow members at an ensuing **Club Meeting** or via mail through the Secretary. If a regular meeting is available within the time period designated by the **Board**, the Defendant may appear before the membership and present his or her appeal. After the appeal, the Defendant shall leave the meeting while a secret ballot is accomplished. The Secretary shall count the ballots and report the finding to the **Board**.

If a meeting is not available, the Secretary shall E-mail the minutes of the **Board** hearing along with the **Board's** recommendation and with a ballot stating postmark date where the ballot will be returned to the Secretary and counted. The membership shall consider the **Board's** recommendation, vote according to their opinion, and return their ballot to the Secretary.

Section 4: **Expulsion:** Expulsion of a member from the **Club** may be accomplished by a 2/3 majority vote, by either a secret written ballot at a regular meeting or a E-mail in written ballot from the membership. If expulsion is not so voted, the **Board's** suspension shall stand.

Article IX: Amendments

Section 1: Amendments to **the Constitution and By-Laws** may be proposed by the **Board** or by written petition addressed to the Secretary signed by $\frac{1}{4}$ of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the **Board** and must be submitted to the membership with recommendations of the **Board** by the Secretary for a vote within one, (1), month after 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(s) has been E-mailed by the Secretary to every member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Notice with such ballots shall specify a date not less than thirty, (30, days but must be returned three, (3), days prior to the next **Board** meeting to the Secretary in order to be counted. A favorable vote of 2/3 of the members in good standing who returned valid ballots within the time limit shall be required to affect any such amendment. E-mail ballots are acceptable.

Article X: Club Expenses

Section 1: The **Board** must approve all expenditures over \$250.00 prior to payment by the Treasurer. The **Board** will approve all major purchases or expenditures for the **Club** in advance. The President and Treasure each shall have the authority individually to approve expenditures up to and including \$250.00, if necessary, between **Board Meetings**. The **Board** may approve routine, ongoing expenses on a one-time basis until they notify the parties otherwise. Committee Chairs may approve expenses of up to \$250.00 on behalf of a committee function.

Article XI: E-mails

Section 1: Since all members, current and future, must approve that they accept receiving communication from the **Club** by E-mail, according to AKC, than E-mail shall be considered a valid form of communication where feasible, except for **Article VIII**, Section 2; where Register Mail is required.

Article XII: Dissolution

Section 1: The **Club** may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of dissolution of the **Club**, other than for purposes of reorganization, none of the property or assets of the **Club** shall be distributed to any members of the **Club**. After payment of the debts of the **Club**, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the **Board of Directors**.

Article XIII: Parliamentary Authority

Section 1: The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the **Club** in all cases in which they are applicable and in which they are not inconsistent with these **By-Laws** and any other special Rules of Order the **Club** may adopt.

Article XIV: Order of Business

Section 1: Regular Meetings

- Signing in of members and guests
- Braggs
- Calling the meeting to order
- Reading of minutes of the last meeting
- Introduction of any speakers or guests
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Directors (at December meeting)
- Election of new Members
- Reading of new membership applications
- Unfinished business
- New business
- Adjournment

Section 2: Board Meetings

- Signing in of **Board Members**
- Braggs
- Calling the meeting to order
- Reading of minutes of last **Board Meeting**
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of new members
- Reading of new membership applications
- Unfinished business
- New business
- Adjournment

Appendix:

The following companion documents to the **Constitution and By-Laws** are also available:

1. Code of Ethics
2. Membership Application
(As passed by the Board of Directors on October 8, 2024)