

CONSTITUTION

These Bylaws 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. (the “club”). In the event of a direct conflict between the provisions of these 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 I

Name and Objects

SECTION 1. The name of the club shall be the Heart of Dixie Shiba Inu Fanciers Inc. (“HODSIF”).

SECTION 2. The objects of the club shall be to:

- (2) encourage and promote quality in the breeding of pure-bred Shiba Inu dogs and to do everything possible to bring the Shiba Inu natural qualities to perfection;
- (b) 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 Shiba Inu shall be judged;
- (c) do all in its power to protect and advance the interests of the Shiba Inu breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations including but not limited to conformation, CGC, agility, CAT/Fast Cat and other AKC dog sports the Shiba Inu may compete in;
- (d) conduct sanctioned matches and license events for which the club is eligible, under the Rules and Regulations of The American Kennel Club and/or the National Shiba Club of America (“NSCA”).

SECTION 3. No part of the net earnings of the club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE II

Membership

SECTION 1. Eligibility. There shall be five (5) types of membership open to all persons 18 years of age and older (except Juniors) who are in good standing with The American Kennel Club and who subscribe to the purposes of the club.

Regular (Individual) – enjoys all club privileges including the right to vote and hold office.

Household – two (2) adult members residing in the same household, each eligible to vote and hold office.

Junior – open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.

Honorary – 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.

Life – 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. *Beginning January 1st, 2025, Single Membership dues shall be \$25, Household Membership dues shall be \$40. The board of directors (“Board” or “the Board”) may raise the dues, not to exceed \$100 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of October, the Treasurer of the club shall send to each member a statement of dues for the Financial/Fiscal 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 these bylaws, and The Rules and Regulations of The American Kennel Club and AKC’s Code of Sportsmanship, and the HODSIF and the NSCA Code of Ethics. The application for membership shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year. All applications for membership shall be filed with the Secretary of the club. The Secretary may delegate a portion of his or her duties to a Membership Chair. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the directors by mail. Affirmative votes of 2/3 of the Board present at a meeting of the Board, or of 2/3 of the entire Board voting by mail or electronic ballot, shall be required to elect an applicant. The application shall be voted on at two (2) Board meetings. If application is passed on the first reading, the application, along with information deemed by the Board, shall be sent in the newsletter or an e-mail to the membership. Any general member in good standing may submit to the Secretary any information that may affect the eligibility or worthiness of the applicant and such information shall be presented before the next Board meeting. The Board shall then consider any information submitted and may decide to postpone the voting on the application pending further investigation or may vote upon the application at that meeting. Approval of the application shall be by 2/3 of the Board members present. An application which has received a negative vote by the Board may be presented by one of the applicant’s endorsers at the next annual membership meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.*

SECTION 4. Termination of Membership.

Memberships may be terminated in accordance with Georgia State Law:

(a) *by resignation.* Upon written notice to the Secretary.

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member’s dues remain unpaid 30 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

ARTICLE III

Members Meetings

[See Appendix of Robert’s Rules of Order, Newly Revised 12th Edition]

SECTION 1. Annual Meeting. The annual membership meeting of the club shall be held in the month of April in conjunction with the club's specialty show, if possible, at a place, date, and hour as may be designated by the Board. Written notice of the annual membership meeting shall be sent [as required by State Law such as via USPS and/or via email] by the Secretary no fewer than 10 days before the meeting if sent electronically or at least 30 days if sent by US Mail, but no more than 60 days before the meeting, as required under Georgia State Law Title 14 Chapter 3 Article 7 Part 1 General Provision (14-3-7). The quorum for the annual membership meeting shall be ten (10) percent of the eligible voting members in good standing (14-3-722. Quorum).

SECTION 2. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the members of the Board who are present at any meeting of the Board or who vote by mail or electronic ballot or by any other methods developed by the Board. Special club meetings may also 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 special meetings shall be held by methods in accordance with Georgia State Law by electronic, virtual, teleconference as may be developed designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other club business may be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing.

ARTICLE IV

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. The Board will set date and times of the regularly scheduled meetings for the rest of the year. Meetings of the Board shall be held by methods including electronic, virtual, teleconference or other methods as may be developed by the Board. Notice of each such meeting shall be sent by electronic mail or USPS 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board (5 of 9 members).

SECTION 2. Board Business. The Board may also conduct business by telephone conference or video conference or by any other methods developed by the Board.

ARTICLE V

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and five (5) Directors, all of whom shall be members of the club in good standing and all of whom shall be elected for one (1) year terms and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both regarding the club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

(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 and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and

directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported. At the annual membership meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club may be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

SECTION 3. *Vacancies.* Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

ARTICLE VI

The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. *Financial/Fiscal Year.* The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Voting.* Each member of the club in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one vote at any meeting or special meetings of the club at which the member is present. At the annual membership 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 the annual election of officers and directors and amendments to the constitution and bylaws which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the club is incorporated by written ballot cast by mail or by electronic ballot in accordance with State Law and AKC policy. Proxy voting will not be permitted at any club meeting. The Board may decide to submit other specific questions for decision of the members by mail or electronic ballot or by any other methods developed by the Board.

SECTION 3. *Nominations and Ballots.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A Nominating Chair shall be chosen from the current Directors by the Board before August 15. The Nominating Chair shall choose one other Director and a non-board member in good standing 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 email or by any other methods developed by the Board.

(a) The Nominating Committee shall nominate from among the eligible members of the club, at least one candidate for each office and for each position on the Board, and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before October 15th so that additional nominations may be made by the members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted and identify the eligible petitioners.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before November 15th signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position. If the Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm, the Board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership and receive ballots for tabulation applicable to subsections “3c” and “3d”.

(c) If one or more valid additional nominations are received on or before November 15th the Secretary shall, on or before December 1st, send to each member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary 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 their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the Secretary. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes 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 at the annual membership meeting.

(d) Nominations cannot be made at the annual membership meeting or in any manner other than as provided above.

(e) Ballots must be received no later than the 2nd Tuesday of December of the vote will not be counted. In lieu of the procedure above the Board may authorize to vote by electronic ballot but utilizing the same dates.

SECTION 4. *Annual Election.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If no valid additional nominations are received on or before November 15th the Nominating Committee’s slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically 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 so created shall be filled by the new Board in the manner provided by Article V, Section 3. The election of officers and directors shall be conducted by secret ballot in any manner provided for by the laws of the state in which the club is incorporated. Ballots to be valid must be received by the Secretary or electronic ballot by December 20th. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot. The Board may designate an independent professional firm to send, receive and count the ballots apart from the annual membership meeting. The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 5. *Club’s Official Year.* The club’s Official Year shall begin immediately at the conclusion of the election and the annual membership meeting shall continue through the election at the next annual membership meeting.

ARTICLE VII

Committees

SECTION 1. The Board may each year appoint Standing Committees Chairs to advance the work of the club. The Committee Chair may add to their committee. members in good standing and inform the Board of such additions. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full 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 Suspension.* Any member who is suspended from **any** of the privileges of The American Kennel Club shall be suspended from the privileges of the club for a like period. The American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

SECTION 2. *Charges.* An individual member of the club may initiate charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges by email or USPS to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board, or a committee appointed by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. *Board Hearing.* If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall vote by secret ballot on the proposed expulsion. A 2/3 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. The Board may authorize to vote by electronic ballot or by any other methods developed by the Board.

ARTICLE IX

Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws proposed by such petition shall be promptly considered by the Board 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 bylaws may be amended at any time, provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures described in Article VI, Section 3(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice sent by USPS or electronic mail to each member with such ballot shall specify a date not less than 30 days after the date received, 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 who return valid ballots within the time limit shall be required to affect any such amendment. The Board may authorize to vote by electronic ballot or by any other methods developed by the Board.

ARTICLE X

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 good standing and in accordance with Georgia State Law. A nonprofit corporation that has commenced activities may dissolve by filing a Notice of Intent to Dissolve pursuant to 14-3-1404 and Articles of Dissolution pursuant to 14-3-1409. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property, and assets shall be given to a charitable organization for the benefit of dogs selected by the Board unless otherwise prohibited by State Law.

ARTICLE XI

Order of Business

Signing in of Board members
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
Brags
Adjournment

ARTICLE XII

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 to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

AKC POLICIES

For the most updated information on AKC policies, as well as frequently asked questions and answers, please visit: http://www.akc.org/clubs/club_relations/index.cfm.

GLOSSARY

Member in good standing – An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Uppermost limits for dues – In order to avoid frequent bylaw amendment, an uppermost limit (i.e. – Dues shall not exceed \$____) should be included for each type of membership, in addition to when and by whom the dues are set each year.

Reprimand – a written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices – all club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC® policy.

Votes on Bylaw Amendments – After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.

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

- Code of Ethics
- Membership Application