# CONSTITUTION AND BYLAWS

*(Adopted 2026-03-24)*

# CONSTITUTION

These bylaws are subject to and governed by Maryland Code Annotated Title 5, Subtitle 2, Nonstock Corporations; Maryland General Corporation Law; and the Articles of Incorporation of the Mount Vernon Miniature Schnauzer Club, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of Maryland statutes, the laws of Maryland will be controlling.

## ARTICLE I. NAME AND PURPOSES.

**SECTION A. NAME.** The name of the club shall be the Mount Vernon Miniature Schnauzer Club, Inc. (also known as MVMSC) (hereinafter "the club").

**SECTION B. PURPOSES.** The purposes of the club are set forth in the articles of incorporation, and are supported by the following actions:

1. to encourage and promote quality in the breeding of purebred Miniature Schnauzers and to do all that is possible to bring their natural qualities to perfection;

2. to urge members and breeders to accept the standard of the breed as adopted by the American Miniature Schnauzer Club and approved by The American Kennel Club as the only standard of excellence by which Miniature Schnauzers shall be judged;

3. to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at conformation, performance, and companion events and trials; and

4. to conduct sanctioned matches, conformation, performance, and companion events and trials and any other event for which the club is eligible under the rules and regulations of The American Kennel Club.

**SECTION C. REVISIONS AND AMENDMENTS.** The members of the club shall adopt and may, from time to time, revise these constitution and bylaws as may be required to carry out these purposes. *(See Article IX.)*

**SECTION D. NET EARNINGS.** As provided in the articles of incorporation, 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 club's constitution and bylaws.

**SECTION E. ENDORSEMENTS.** The club may not grant use of the name of the club for endorsement or for the personal advancement of any member.

Unauthorized use of the name of the club by any member shall be cause for disciplinary action as provided in Article VIII of these constitution and bylaws.

# BYLAWS

## ARTICLE I. MEMBERSHIP.

**SECTION A. ELIGIBILITY.**

1. There shall be the following types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

   Regular (Individual). Regular members enjoy all club privileges, including the rights to vote and hold office.

   Associate. Associate members enjoy all club privileges except voting and office holdin.g.

   Life. Life membership may be conferred on an individual who has been a member for 25 or more years. Life members pay no dues but are eligible to vote and hold office.

2. There shall be the following type of membership open to all eligible persons under 18 years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of the club.

   Junior. Junior members enjoy all club privileges except voting and office holding. Junior membership may automatically convert to regular membership at age 18.

3. A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a regular (individual) member.

4. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors, and fanciers in its immediate area.

**SECTION B. DUES.** Membership dues shall be payable on or before January 1 of each year. No member may vote whose dues are not paid for the fiscal year. The board shall set the dues for each type of membership annually no later than September. During the month of October, the treasurer shall send to each member a statement of dues for the upcoming fiscal year.

**SECTION C. ELECTION TO MEMBERSHIP.** Each applicant for membership shall apply on a form approved by the board of directors. The form shall provide that the applicant agrees to abide by the constitution and bylaws of the club and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the fiscal year.

Applications for membership shall be filed with the membership committee. Each application shall be voted upon by secret ballot at the next meeting of the board of directors or via secret on-line poll. An affirmative vote of a majority of the board members present and voting shall be required to elect the applicant.

Applicants for membership who have been rejected by the board may reapply six months after the date of rejection.

**SECTION D. LOSS OF VOTING PRIVILEGES.** The unexcused absence of a voting member from two meetings or failure to volunteer and work at one annual club event or activity, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal with confirmed delivery receipts will be considered by the club's board of directors. The difference in dues will be forfeited.

**SECTION E. TERMINATION OF MEMBERSHIP.** Memberships may be terminated …

1. by resignation. Upon written notice to the secretary.

2. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases, upon request. 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.

3. by expulsion. A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

## ARTICLE II. MEETINGS AND VOTING.

*(See the current edition of Robert's Rules of Order.)*

**SECTION A. CLUB MEETINGS.** Meetings of the club shall be held at least four times each year either in person or by remote communication (including electronic, virtual, teleconference, or methods as

may be developed), as designated by the board of directors. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the board. Not less than 10 nor more than 90 days before each club meeting, the secretary shall give, or cause to be given, notice in writing or by electronic transmission to all club members. The quorum for such meetings shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count toward the determination of a quorum.

**SECTION B. SPECIAL CLUB MEETINGS.** Special club meetings may be called by the president or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board and may also be called by the secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) designated by the person or persons authorized herein to call such meetings. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the person or persons authorized herein to call such meetings. Not less than 10 nor more than 90 days before each club meeting, the secretary shall give, or cause to be given, notice in writing or by electronic transmission to all club members. The notice shall state the purpose of the meeting and no other business may be transacted thereat. The quorum for such meeting shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count toward the determination of a quorum.

**SECTION C. BOARD MEETINGS.** Meetings of the board shall be held at least quarterly either in person or by remote communications (including electronic, virtual, teleconference, or methods as may be developed) as designated by the board of directors. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the board. At least five days before each board meeting, the secretary shall give, or cause to be given, notice in writing or by electronic transmission to all board members. The quorum for such meetings shall be a majority of the board.

At any meeting of the board where a quorum is present, the board may, by a majority vote, decide to enter an executive session in which only voting directors and other persons invited by the board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes.

**SECTION D. SPECIAL BOARD MEETINGS.** Special meetings of the board may be called by the president and shall be called by the secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held either in person or by remote communication (including electronic, virtual, teleconference, or methods as may be developed) designated by the person or persons authorized herein to call such meetings. In-person meetings may be held within the territory designated by The American Kennel Club or at any club event site as may be designated by the person or persons authorized herein to call such meetings. Notice of special meetings shall state that a special meeting is being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may

be delivered by electronic transmission. The quorum for such meetings shall be a majority of the board.

At any meeting of the board where a quorum is present, the board may, by a majority vote, decide to enter an executive session in which only voting directors and other persons invited by the board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken by the board may recorded in the minutes.

**SECTION E. ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a meeting of the board of directors or of a committee of the board may be taken without a meeting if a unanimous consent that sets forth the actions is (1) given in writing or by electronic transmission by each member of the board or committee entitled to vote on the matter and (2) filed in paper or electronic form with the minutes of proceedings of the board or committee. The board may adopt reasonable procedures for providing consents under this section.

**SECTION F. VOTING.** Each regular or life member in good standing whose dues are paid for the fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election. The board may adopt reasonable procedures to provide for the right of members to vote by mail or by electronic transmission on a stated proposal or to conduct a secret ballot for the election of directors.

## ARTICLE III. DIRECTORS AND OFFICERS.

**SECTION A. BOARD OF DIRECTORS.** General management of the club's affairs shall be entrusted to the board of directors. All powers of the club may be exercised by or under the authority of the board except as conferred on or reserved to the members by law or by the charter or bylaws of the club.

1. Composition. The board shall be comprised of five members, all of whom shall be voting members in good standing. The board shall include four officers and one other person. No household may have more than one member on the board at any time. The board shall select one of the elected members to serve as the club's delegate to the American Miniature Schnauzer Club: the selected member must be a member in good standing of the AMSC.

2. Term of Office. Members of the board of directors shall be elected to serve two-year terms at the club's annual meeting in even-numbered years. Board members shall serve until their successors are elected. No member may serve in the same position for more than three consecutive terms.

**SECTION B. 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. No officer shall serve more than three consecutive terms in the same office. Officers may not serve perpetually.

1. 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 or as assigned by the board through board resolution, policy, and/or motion.

2. The vice president shall have the duties and exercise the power of the president in case of the president's death, absence, or incapacity. The vice president shall have the duties and powers normally appurtenant to the office of vice president in addition to those particularly specified in these bylaws or as assigned by the board through board resolution, policy, and/or motion. At the request of the president, s/he may assist in the performance of the duties of the president.

3. 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; cause notification of meetings to members; cause notification to 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 fiscal year; and carry out such other duties as are prescribed in these bylaws or as assigned by the board through board resolution, policy, and/or motion.

4. The treasurer shall collect and receive all monies 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 meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. S/He shall have the duties and powers normally appurtenant to the office of treasurer in addition to those particularly specified in these bylaws or as assigned by the board through board resolution, policy, and/or motion. The club shall be insured in such amount and through a type of policy as the board shall determine, which will cover the actions of the treasurer.

5. The delegate to the American Miniature Schnauzer Club shall be appointed by the board from among those elected. S/He shall attend meetings of the board of the AMSC, shall serve as liaison between the club and the AMSC, and shall report all matters of interest to the board following the AMSC meetings. In the event said delegate is unable to attend an AMSC meeting, the board will appoint another qualified person to serve as alternate delegate. The delegate shall perform such other duties as are prescribed in these constitution and bylaws, or as assigned by the board through resolution, policy, and/or motion.

**SECTION C. VACANCIES.** Any vacancies in the board, arising at any time and from any cause including the resignation or removal of a director, shall be filled at any meeting of the board by the affirmative vote of the majority of the directors then in office, although less than a quorum or sole remaining director. Each director so elected shall hold office until the next annual election. A vacancy in the

office of president arising at any time and from any cause, including resignation or removal, shall be filled by the vice president until the next annual election.

**SECTION D. RESIGNATION.** A director may resign by submitting a written resignation to the president or to the other directors, if the resigning director is the president. Failure of any director to participate in the activities of the board of directors as evidenced by the failure to attend at least three-fourths of the meetings of the board of directors in a 12-month period will be considered an automatic resignation. Excused absences shall not count as failure to participate.

**SECTION E. INDEMNIFICATION.** The club shall indemnify its directors and officers to the extent permitted by state and federal law, including the payment of related legal expenses.

**SECTION F. INSURANCE.** The board shall evaluate the club's needs for insurance coverage as appropriate for its activities, including but not limited to, general liability insurance and directors and officers' liability insurance.

**SECTION G. CORPORATE RECORDS.** The club shall keep correct and complete books and records of accounts and transactions and shall also keep minutes of the proceedings for the board of directors, all committees, and club meetings, and shall keep a record of the names and addresses of the directors and club members as well as its articles of incorporation, bylaws, annual report, and board-approved resolutions, policies, and standing rules. The club shall make available to its members its application to the IRS for tax-exempt status, its IRS determination letter, and its three most recently filed IRS Form 990 series. It shall make documents requested in writing by any member available at its principal office or by electronic transmission within seven days after such request was made. Upon written request, all books and records of the club may be inspected by any director within three business days.

## ARTICLE IV. THE CLUB'S FISCAL YEAR, ANNUAL MEETING, AND OFFICIAL YEAR.

**SECTION A. FISCAL YEAR.** The club's fiscal year shall begin on January 1 and end on December 31 of each year.

**SECTION B. ANNUAL MEETING.** The annual meeting shall be held during the fourth quarter of the fiscal year. Officers and directors shall be elected in even-numbered years by secret ballot from among those nominated in accordance with Article V.

**SECTION C. OFFICIAL YEAR.** The club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through to the conclusion of the next annual meeting.

## ARTICLE V. NOMINATIONS AND ELECTIONS.

**SECTION A. NOMINATING COMMITTEE.** During the month of July, the board shall appoint a nominating committee consisting of three members, and up to two alternates, one of whom shall be designated chair. No more than one member of the committee may be a member of the board. The secretary shall immediately notify the committee members and alternates of their appointment.

The chair of the nominating committee shall call a meeting of the committee within two weeks of such notification. The nominating committee shall:

1. nominate one candidate for each office and one candidate for regular membership on the board;

2. procure the acceptance of each nominee so chosen; and

3. immediately report their nominations to the secretary in writing.

**SECTION B. CANDIDATES.** Candidates must be members of the club in good standing. Candidates appointed by the board of directors as delegate to the AMSC must be members of the American Miniature Schnauzer Club in good standing.

Upon receipt of the nominating committee's report, and no later than October 1, the secretary shall notify each member in writing of the candidates so nominated.

Additional nominations may be made from the floor at the club meeting occurring in the third quarter of the fiscal year by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position. Nominations cannot be made at the annual meeting or in any manner other than as provided for in this section.

**SECTION C. ELECTIONS.**

1. In-Person Meetings. Officers and regular board members for the ensuing year shall be elected by secret ballot. The president shall appoint three tellers to count said ballots and the nominated candidate receiving the greatest number of votes for each position shall be declared elected.

2. Meetings Conducted by Remote Communications (including electronic, virtual, teleconference, or methods as may be developed). Officers and regular board members for the ensuing year shall be elected via secret on-line poll. Instructions for conducting the on-line poll shall be provided to members prior to the annual meeting, along with the deadline for voting.

3. Each retiring officer shall turn over to his/her successor in office all properties and records pertaining to that office, immediately after the election.

## ARTICLE VI. VOTING.

**SECTION A. CLUB BUSINESS.** All club business shall be passed by an affirmative majority vote, except as otherwise prescribed in these constitution and bylaws.

**SECTION B. PROXY.** There shall be no proxy vote.

## ARTICLE VII. COMMITTEES.

**SECTION A. COMMITTEES.** The board may each year appoint standing committees to advance the work of the club. 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 B. TERMINATION OF STANDING COMMITTEES.** Termination of standing committees will be one year from date installed.

**SECTION C. SPECIAL COMMITTEES.** There shall be such special committees as may be required to advance the business and activities of the club. The term and scope of each committee shall be specified at the time of appointment.

**SECTION D. TERMINATION OF APPOINTMENT.** 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 A. THE AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from any of the privileges of The American Kennel Club shall be automatically suspended from all privileges of this club for a like period.

**SECTION B. CHARGES.** Any member in good standing may prefer charges against another member. Written charges with specifications must be filed in duplicate with the secretary, together with a deposit of $10.00, which shall be forfeited if such charges are not sustained. The secretary shall immediately notify the board, which shall meet to consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or breed. If the board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. Upon an affirmative finding by the

board, the board shall fix a date of a board hearing not less than three weeks nor more than six weeks thereafter. The secretary shall promptly send a copy of the charges and a notice of the hearing to the accused member by registered mail, together with an assurance that the defendant may appear in his own defense and bring witnesses if he desires.

**SECTION C. BOARD HEARING.** The board shall hear all evidence and testimony of both complainant and defendant. Immediately after the board has reached a decision, its findings shall be put in writing and filed with the secretary. The secretary shall, in turn, immediately notify the complainant and the defendant of the board's decision. Should the board decide, by majority vote, that the charges have been sustained, the board may reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. If the board deems that such 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 club meeting that considers the board's recommendation for expulsion.

**SECTION D. EXPULSION.** Expulsion of a member from the club may be accomplished only at a club meeting following a board hearing and upon the board's recommendation, as provided in Section C., above. Such proceedings may occur at a regular or special club meeting to be held within 60 days but not less than 30 days after the date of the board's recommendation. The defendant shall have the right to appear on his/her own behalf, but no evidence will be taken. The president shall read the charges and the board's decision, and shall invite the defendant, if present, to speak on his/her own behalf, if s/he desires. The members present shall vote on the proposed expulsion by secret, written ballot. A two-thirds affirmative vote shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand. Immediately following said meeting, the secretary shall notify the board, the complainant, and the defendant of the decision.

## ARTICLE IX. AMENDMENTS.

**SECTION A. AMENDMENTS.** Amendments to these constitution and bylaws may be proposed by the board of directors or by written petition addressed to the secretary and signed by 20 percent of the voting members in good standing. Amendments 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 such petition was received by the secretary.

**SECTION B. VOTE.** These constitution and bylaws may be amended by an affirmative two-thirds secret vote of the members in good standing present and voting at any club meeting or at a special club meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and in written form and sent either by the US postal service or by email to each member at least two weeks prior to the date of the meeting.

## ARTICLE X. PARLIAMENTARY AUTHORITY.

**SECTION A. PARLIAMENTARY AUTHORITY.** The rules contained in the current edition of *Robert's Rules of Order* shall govern the club where they are applicable and where they are not inconsistent with these constitution and bylaws and any other special rules of order the club may adopt.

## ARTICLE XI. DISSOLUTION.

**SECTION A. PETITION FOR DISSOLUTION.** The club may be dissolved at any time by the written petition of not less than two-thirds of the regular members in good standing and in accordance with Maryland laws. 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 XII. ORDER OF BUSINESS.

*(See the current edition of Robert's Rules of Order.)*

**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.

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 email in accordance with current AKC policy and state law.