

# Bylaws of Gazeounds in Texas

## **ARTICLE I**

### Membership

SECTION 1. Eligibility. There shall be one type of membership open to all persons 18 years of age and older who subscribe to the purposes of this club.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the exhibitors in Texas.

SECTION 2. Dues. Membership dues shall not exceed \$30.00 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 current year. During the month of October, the Treasurer shall send by postal or electronic mail a statement of dues for the ensuing year to each member.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws. The application shall state the name, address, and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. Each applicant will be required to list all race meets attended in the past two years as well as detail the positions at which the applicant worked during those race meets. Attendance at, and active participation in, at least two Gazeounds in Texas race meets on two different weekends are required prior to a prospective member submitting an application.

Applicants will indicate on the application whether they wish to receive meeting and dues notices via postal or electronic mail.

Applications are to be filed with the Secretary. All applications received will be made available for examination to current members at the next scheduled race meet. Applications will be voted on at meetings held in accordance with Article II Section 1. Applications will be voted upon by secret ballot and affirmative votes of 2/3 of the club members voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they are incurred on the first day of each fiscal year.

(b) 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. In no case may a person be entitled to vote on any club business whose dues are unpaid as of the date of that meeting.

(c) by inactivity. A membership will considered lapsed and automatically terminated if such member does not attend and actively participate in, at least two Gazeounds in Texas race meets on two different weekends of any calendar year. A member lapsed for inactivity may have such membership reinstated in meritorious cases by working at two race meets on two different weekends and then making a written request to the board to have the membership reactivated. In no case may a person be entitled to vote on any club business while such membership is lapsed.

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

## **ARTICLE II**

### **Meetings and Voting**

SECTION 1. Due to the widely dispersed geographical area of the club, its non-profit nature and the lack of compensation of the members and directors, there shall be no regularly scheduled member meetings. Business of the club and elections shall be conducted by either postal or electronic mail or fax. However, the president is authorized to schedule meetings at such time or place as he or she may designate. In addition, a membership meeting will be held after a scheduled race meet if any applications for membership have been submitted to the secretary at least two weeks prior to the date of that race meet. The quorum for meetings shall be 20 percent of the members in good standing.

Notice of the time and the place of any meetings will be delivered to active members at least ten days prior to the meeting by postal or electronic mail.

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 and voting at any regular or special meeting of the board; and shall 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 within the greater Dallas, Texas area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than 15 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 20 percent of the members in good standing.

SECTION 3. 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 two members of the board. Such special meetings shall be held within the greater Dallas, Texas area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall mail written notice of such meeting at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Voting for the biennial election of officers will take place by postal mail. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

### **ARTICLE III**

#### Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the four officers, all of whom shall be members in good standing and all of whom shall be elected for two year terms as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

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 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 of their election to office, keep a roll of the members of the club with their addresses, 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. The Treasurer shall be bonded in such amount as the board of directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 3 persons.

SECTION 3. Vacancies. Any vacancies occurring on the board or during the year shall be filled until the next election by a majority vote of all the then members of the board at a special board meeting called for that purpose; 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.

### **ARTICLE IV**

#### The Club Year, Biennial Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the last day of December.

The club's official year shall begin on the first day of January and end on the last day of December.

SECTION 2. Biennial Election. The election of Officers shall be conducted by secret ballots. Ballots to be valid must be received on or before the 1st day of December in odd numbered years by the Chairman of a Committee of Tellers appointed by the Board as provided in Section 3-f of Article IV. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the election is unable to serve for any reason, such nominee shall not be elected and the new Board of Directors in the manner provided by Article III, Section 3, shall fill the vacancy so created.

SECTION 3. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. The Board of Directors shall choose a nominating Committee before September 1st of odd numbered years. 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 Board shall name a Chairman of the Committee. The Nominating Committee may conduct its business by electronic or postal mail or fax.

a. The Nominating Committee shall nominate from among the eligible members of the club one candidate for each office and shall procure the written acceptance of each nominee so chosen. 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 city in which he resides, to each member of the Club on or before October 1st, so that additional nominations may be made by the members if they so desire.

b. Additional nominations may be made by a member in good standing by written petition addressed to the Secretary and received at his regular address postmarked on or before November 1st, and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

c. If no valid additional nominations are received by the Board Secretary postmarked on or before November 1st, the Nominating Committee's slate shall be declared elected at the beginning of the Club's Official Year and no balloting will be required.

e. If one or more valid additional nominations are received by the Secretary postmarked on or before November 1st, he shall on or before November 10th, mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the cities in which they reside, together with a blank envelope and a return envelope marked "Ballot" addressed to the Chairman of the Tellers Committee and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Chairman of the Tellers Committee.

f. On or before November 1st, the Board of Directors shall appoint a Committee of Tellers composed of not less than three members in good standing, none of whom shall be a candidate for any elective position, to count the ballots cast in the biennial election.

g. The Tellers shall check the returns against a list provided by the Secretary of members in good standing 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 mailed to all members by the Committee of Tellers, on or before December 15th by postal or electronic mail.

h. Nominations cannot be made in any manner other than as provided above.

## **ARTICLE V**

### **Committees**

SECTION 1. 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 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 VI**

### **Discipline**

SECTION 1. Suspension. Any member who is suspended from the privileges of any racing organization under whose auspices race meets are being held, automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, which shall be forfeited if the board following a hearing does not sustain such charges. The 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 club. 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. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks or more than six 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 own defense and bring witnesses if he 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 complainant and defendant, the board may, by a majority vote of those present, suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board 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 decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the club may be accomplished only at a meeting of the club 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 club 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then 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.

## **ARTICLE VII**

### Amendments

SECTION 1. Amendments to the 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 membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the Secretary received the petition.

SECTION 2. The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## **ARTICLE VIII**

### 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 the dissolution of the Club, other than for purposes or reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club 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 that qualifies under the Internal Revenue Code as a non-profit organization for the benefit of dogs. The Board of Directors shall select such organization.

## **ARTICLE IX**

### Order of Business

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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

Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of committees  
Unfinished business  
New business  
Adjournment

## **ARTICLE X**

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.