

RIO SALADO VIZSLA CLUB, INC.
Constitution & By-Laws & Standing Rules
February 12, 2007

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be Rio Salado Vizsla Club, Inc.

SECTION 2. The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Vizslas and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Vizslas shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging good sportsmanship at any Rio Salado Vizsla Club event, American Kennel Club licensed or sanctioned events and at any Vizsla Club of America sanctioned event;
- (d) To conduct sanctioned and licensed events under the rules and regulations of The American Kennel Club and the Vizsla Club of America.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any single member or individual.

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.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. Membership shall be open to all persons, eighteen years of age and older, who are in good standing with The American Kennel Club and the Vizsla Club of America and who subscribe to the purposes of this Club.

There shall be two (2) types of paid membership, Individual membership and Family membership. Both types of membership shall accord the same rights and privileges except that a family membership shall extend voting privileges to two persons 18 years of age or older and residing in the same household.

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

SECTION 2. Dues. By December 1st Members will be notified in writing of their dues for the ensuing year. Members' dues shall be payable on or before the first day of January of each year and are subject to change by recommendation of the Board of Directors and vote by the General Membership. Annual dues will be specified in the Standing Rules of the Club. No member may vote whose dues are not paid for the current year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors. The applicant agrees to abide by this Constitution and By-laws and the rules and regulations of The American Kennel Club and the Vizsla Club of America. The application shall state the name, address, and area of interest of the applicant, and it shall carry the endorsement of a member in good standing. In addition to the application, the prospective member shall submit dues payment for the current year. Applicants approved after September 1st will be considered paid members for the following year.

All new applications are to be filed with the Membership Chairman. Each new application is to be read and voted on at the first meeting of the Club or its Board following its receipt. Affirmative votes of two-thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant. Voting may be by secret ballot.

New members shall be published in the Club's newsletter. The Membership Chairman shall keep the records of all members.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

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

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Membership Chairman. No member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and are due on the first day of each calendar year.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 1st. A person cannot 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 VII of these By-Laws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held at least quarterly on a date at a time and place as may be designated by the Board of Directors or by the President. The preferred meeting area is in the greater Phoenix area.

Notice of each meeting shall be sent at least ten (10) calendar days prior to the date of the meeting.

The quorum for such meetings shall be ten per cent (10%) of the members in good standing.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President; by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing.

Such special meetings shall be held on a date at a time and place as may be designed by the person or persons authorized herein to call such meetings. The preferred meeting area is in the greater Phoenix area.

Notice of such a meeting shall be sent at least five (5) calendar days and not more than fifteen (15) calendar 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 meetings shall be ten per cent (10%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held at least quarterly on a date at a time and place as may be designated by the Board of Directors or by the President. The preferred meeting area is in the greater Phoenix area.

Notice of such meeting shall be sent at least five (5) calendar days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such Special Meetings shall be held on a date at a time and place as may be designated by the person

authorized herein to call such a meeting. The preferred meeting area is in the greater Phoenix area.

Notice of such meeting shall be sent at least five (5) calendar days and not more than fifteen (15) calendar 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. A 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. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of four (4) Officers and six (6) Directors, all of whom shall be members in good standing and not residing in the same household/family. They shall be elected for two-year terms at the Club's annual meeting, 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 By-Laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death.
- (c) The Secretary shall have the duties and powers normally appurtenant to the office of Secretary in addition to those particularly specified in these By-Laws.
- (d) The Treasurer shall receive all monies due or belonging to the Club and deposit the same in a bank designated by the Board in the name of the Club. The books shall, at all times, be open to inspection of the Board and a report given at every meeting. Annually, the Treasurer shall prepare an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such an

amount as the Board of Directors shall determine, if the Board determines it is reasonable to do so.

- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of three (3) Officers and seven (7) Directors.

SECTION 3. Qualifications for Office. To be eligible for the office of President or Vice-President, the nominee must have served as a member of the out-going Board of Directors.

SECTION 4. Vacancies. If a vacancy occurs on the Board of Directors, the remaining Board members shall appoint a replacement. This appointment shall be at the first regular meeting following the creation of a vacancy or at a special board meeting called for that purpose. The Vice-President shall automatically fill the office of President if a vacancy occurs. The resulting vacancy in the office of Vice-President shall be filled by appointment by the Board.

ARTICLE IV

The Club Year, Annual Meetings, Elections

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

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of April or May. Officers and Directors for the ensuing Club year shall be elected from among those nominated in accordance with Section 5 of this article. A secret ballot shall be used if more than one candidate has been nominated for any position. The Board shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to his successor in office, within thirty (30) calendar days after the election, all properties and records relating to that office.

SECTION 3. Elections. In a contested election the nominated candidate receiving the greatest number of votes shall be declared elected. In an uncontested election the nominated candidates shall be automatically declared elected.

SECTION 4. Ballot Counting. In a contested election responsibility for tallying the ballots shall rest with two (2) members present at the meeting who are not candidates for any office. Those two individuals shall be appointed by the Board and shall release the results to the outgoing President for announcement.

SECTION 5. Nominations. During the month of December, the Board shall select a Nominating Committee consisting of three members, not more than one of who shall be a member of the Board. The Board shall name a Chairman, who shall call a committee meeting.

Nomination Guidelines:

- (a) All candidates must be a member in good standing of the Club.
- (b) The committee shall nominate one (1) candidate for each office and six (6) candidates for the Director positions. After securing the consent of each person so nominated, the Committee shall immediately report their nominations in writing to the Secretary.
- (c) The Nominating Committee's report shall be sent with the February meeting notice.
- (d) Additional nominations can only be made at the February meeting. The nominee must indicate his willingness to serve either verbally or in writing.
- (e) No person may be a candidate for more than one position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the nominating committee.
- (f) No person may be a candidate in a Club election who has not been nominated.
- (g) Nominations cannot be made at the annual meeting or in any manner other than provided in this Section.

ARTICLE V
Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, field trials, hunt tests, obedience trials, trophies, annual prizes, membership, and other areas which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Financial Responsibility

SECTION 1. Limitation of Financial Responsibilities. The Board of Directors is empowered to expend the Club's funds either by a budget or by a special appropriation. No Club member may expend the Club's funds, nor disperse, transfer, sell or encumber a Club asset without such approval by the membership or Board of Directors.

ARTICLE VII

Discipline

SECTION 1. The American Kennel Club Suspension or Vizsla Club of America Suspension. Any member who is suspended from the privileges of the American Kennel Club or from the Vizsla Club of America shall automatically 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 or the breed. 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. 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 or the breed. If the Board considers that the charges do not constitute conduct which would be prejudicial to the best interest of the Club or the breed, they may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of the hearing by the Board or a committee of not less than three (3) members of the Board of Directors, 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 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 or Committee 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 charges be sustained, after hearing all the evidence and testimony presented by Complainant and Defendant, the Board or Committee may by a 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, or until the next annual meeting if that will occur after six (6) months. 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

recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member of the Club may be accomplished only at the annual meeting of the Club following the hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The Defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations of the Board or Committee and shall invite the Defendant, if present, to speak on his own behalf if he so wishes. The members shall vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by a written petition addressed to the Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted by the Secretary to the members with the recommendation of the Board, for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-Laws may be amended at any time by a two-thirds (2/3) vote of the members in good standing present and voting at any regular or special meeting called for that purpose, provided a copy of the proposed amendment has been included in the notice of the meeting and sent by the Secretary to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX

Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the membership. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or by operation of law, none of the property of the Club nor any assets of the Club shall be distributed to any member of the Club. After payment of the Club's debts, its property and assets shall be given to a charitable organization selected by the Board, for the benefit of dogs.

ARTICLE X
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
- Reading of Minutes of Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board Members (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of Minutes of Last Meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI
Parliamentary Authority

SECTION 1. Parliamentary Authority. The Parliamentary authority of the Club and of the Board of Directors shall be the current edition of Robert's Rules of Order, in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

RIO SALADO VIZSLA CLUB STANDING RULES

1. Members dues shall be \$20.00 per year for the individual memberships and \$25.00 for the family memberships.
2. Any Club member may nominate a current Club member for a Life Membership. Nominations are made in writing to the Board. Life Members are considered as voting members and have all of the rights accorded to paid members. Dues are not applicable to this type of membership.
3. The Rio Salado Vizsla Club has established a Code of Ethics for its members to follow.
4. The Rio Salado Vizsla Club adopts the AKC Code of Sportsmanship.

The 2007 By-Laws Committee:
Deborah Sanders
Donna Coulter-Karis
Rita Mather