

**Dachshund Fanciers of Central Virginia**  
**BYLAWS**

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Last Amended: April 26, 2022

# **BYLAWS OF THE DACHSHUND FANCIERS OF CENTRAL VIRGINIA**

## **ARTICLE I           NAME**

- I.1.     The name of the corporation shall be the Dachshund Fanciers of Central Virginia, Inc., hereinafter referred to as the DFCV.

## **ARTICLE II           PURPOSE**

- II.1    The purpose of the Dachshund Fanciers of Central Virginia, Inc., DFCV, shall be to promote knowledge of Dachshunds as espoused by Dachshund Club of America, Inc., DCA, and by the American Kennel Club, AKC. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. DFCV shall:
- A. Encourage and promote quality in the breeding of purebred Dachshunds and to do all possible to bring their natural characteristics and qualities to perfection;
  - B. Consist of members, a Board of Directors, and officers;
  - C. Promote, encourage, support and provide the continued education of individuals, breeders, exhibitors and other professionals on the standard of the Dachshund as promulgated by the DCA approved by the AKC;
  - D. Promote the DCA and AKC standard of excellence as the standard by which Dachshunds shall be judged;
  - E. Promote public awareness and understanding of the Dachshund, as well as knowledge of the factors important for responsible breeding, ownership, socialization, health and care of the Dachshund through the responsible dissemination of knowledge and best practices;
  - F. Promote public awareness and understanding of activities that the Dachshund can participate in and encourage participation. This includes activities such as:
    - 1. Conformation Dog Shows that includes All Breed, Puppy of Achievement, Dachshund Specialty, 4-6 Months Beginner Puppy, National Owner Handled Series;
    - 2. Companion Sports that include agility, obedience, rally, and tracking;
    - 3. Title Recognition Programs such as Barn Hunt, Dock Diving Dogs, Flyball and Search & Rescue;
    - 4. Performance Sports which include Field Events for Hounds (Rabbit Tracking), Earthdog (Rat Hunting), Scent Work; and

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- 5. AKC Family Dog Program including AKC Canine Good Citizen, AKC S.T.A.R. Puppy, AKC Trick Dog, AKC Therapy Dog.
  - F. Promote sportsmanlike competition at Dog Shows, Companion Sports, Title Recognition Programs, Performance Programs and AKC Family Dog Programs; and through the education of the public and Dachshund breeders, exhibitors, owners and other professionals;
  - G. Conduct specialty shows, sanctioned matches, trials and other events for which the DFCV is eligible under the rules and regulations of AKC.
- II.2. The fiscal year shall be October 1<sup>st</sup> to September 30<sup>th</sup>.
- II.3. The DFCV shall receive, hold, and invest funds and make disbursements in payment of lawful indebtedness. These transactions shall be carried out in accordance with and as directed by the Bylaws of the DFCV, and as directed or authorized by the Board of Directors, hereinafter referred to as the Board.

## **ARTICLE III MEMBERSHIP AND DUES**

III.1. Membership shall be open to any individual who supports the purposes of the DFCV as set forth in these Bylaws and are in good standing with The American Kennel Club, without regard to place of residence, degree of personal involvement, professional development, age, sex, creed, color, disability, national or ethnic background or marital status. The DFCV shall have membership categories as set from time to time by the Board.

### **III.2. MEMBERSHIP APPLACATION**

Each applicant for membership shall apply on a form as approved by the Board. The application shall state the name, address, phone number, email and occupation of the applicant and it shall carry the endorsement of two members of DFCV, not related to each other, who have been members of DFCV for at least one year. All membership applications are to be submitted to the Secretary and include payment for the current membership dues.

### **III.3. RIGHTS OF MEMBERSHIP**

Except as otherwise provided in the Articles of Incorporation or these Bylaws, all membership categories shall have equal rights to vote in the election of offices and members of the Board and shall have the right to petition, and to benefit from such other privileges as may be authorized by the Board from time to time.

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## **III.4. DUES**

Membership dues shall be determined by the Board. Dues are payable on or before the first day of October each year. No member may vote whose dues are not paid for the current year.

## **ARTICLE IV OFFICERS**

### **IV.1. OFFICERS**

The officers of the DFCV may include a President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the Board (“Officers”). No individual shall hold more than one position at a time on the Board.

### **IV.2. VACANCIES**

A vacancy in any position shall be filled by the Board for the unexpired portion of the term. If the President ceases to serve for any reason, the Vice President shall assume the President’s position. If both the President and Vice President shall simultaneously cease to serve, then the Board shall elect a person to each such position. Consideration should be given to any recommendations from the Nominating Committee. Upon election the replacement shall immediately assume office and shall serve out the balance of the unexpired term.

### **IV.3. PRESIDENT**

- A. The President shall preside at all meetings of the DFCV and of the Board. The President shall be an ex officio member of all committees except the Nomination Committee and shall have one vote at all committee meetings he/she may attend.
- B. The President shall provide leadership to the DFCV; shall conduct such official business as may be necessary, by any method of communication determined by the Board; and shall perform such other duties as are incident to this office, or as may be properly required of the President by the actions of the Board.
- C. The powers, duties, authority, and limitations of the position of the President shall devolve, temporarily, during any absence or disability of the President, to the Vice-President. The Board shall resolve any question about the existence or nonexistence of disability on the part of the President.

### **IV. 4. VICE PRESIDENT**

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The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President shall perform such other duties as may be prescribe by the Board or the President.

## **IV.5. SECRETARY**

- A. The Secretary shall record all minutes of all meetings of the DFCV and of the Board of Directors, maintain such minutes in one or more books or electronic files provided for such purpose.
- B. The Secretary or, in his/her absence, a secretary pro-temp appointed by the President, shall take attendance at all meetings of the membership and Board, report the presence or absence of a quorum at said meeting, cause minutes to be taken, see to the timely distribution of the same to the Board and membership.
- C. The Secretary shall maintain all official records of the DFCV and ensure that any amendments to the Article of Incorporation, the bylaws and other corporate documents are properly recorded.
- D. The Secretary shall distribute and ensure that any new policies enacted by the Board are added to the DFCV standing rules.
- E. Not less than 30 days prior to the Annual Membership Meeting of the DFCV, the Secretary shall cause to be distributed to the membership the slate of nominees for officers and At-large Board member(s) to be elected by the members. The slate of officers and At-large Board member(s) shall be mailed, including electronic mail, to the most recent known address of each member.
- F. The Secretary shall cause to be received all ballots, coordinate the counting of the same, and report the results of all elections and votes to the membership. A member of DFCV may cast his/her ballot in person at the Annual Membership Meeting or by mailed ballot, provided such ballot reaches the Recording Secretary before the polls are declared closed at the beginning of the business session of the Annual Membership Meeting.
- G. The Secretary shall ensure that an electronic roster of current members, At-large Board member(s) and officers, including their current address, phone numbers and e-mail are maintained; and shall perform such duties as may be prescribe by the Board or the President.

## **IV.6. TREASURER**

- A. The Treasurer shall receive and deposit in a depository designated by the Board all funds collected by and paid to the DFCV;

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- B. The Treasurer shall keep available accurate and current accounts of all such receipts and disbursements.
- C. The Treasurer shall render to the President and the Board an account of the financial condition of the DFCV at all membership and Board meetings.
- D. The Treasurer shall have power to sign checks, and to endorse, for collection only, all check drafts and other negotiable instruments payable to the DFCV.
- E. The Treasurer shall file all required state and federal financial reports, and act as chairperson of the Finance Committee. All checks in the amount of \$100 and over must have prior approval of the President and/or approval by the Board.
- F. The Treasurer shall in August of each year send to each member a Statement of Dues for the following year.
- G. The Treasurer shall be bonded in such amount as the Board shall determine.

## **IV. 7. OTHER OFFICER POSITIONS**

All other Officers positions shall have such duties as may be determined by the Board.

## **IV.8. REMOVAL OR RESGINATION OF OFFICERS**

Any Officer may be removed from his or her position as an officer by a two-thirds vote of the Board. The Officer who is subject to removal shall not vote. Any Officer may resign at any time by giving written notice to the President or to the Board. Such resignation shall take effect at the time specified in such notice or, if no time is specified, at the time such resignation is tendered and received by the President or the Board.

## **IV. 9. ASSUMPTION OF OFFICE**

The officers and At-Large Board member(s) shall assume office on the October 1st following their election at the Annual Membership Meeting.

## **ARTICLE V BOARD OF DIRECTORS**

### **V.1. ROLE AND FUNCTION OF THE BOARD OF DIRECTORS**

There shall be a Board vested with the authority and responsibility for establishing policy, managing all affairs of the DFCV, and advancing the interests of the DFCV in accordance with the Articles of Incorporation and the bylaws of the DFCV.

Individual Board members shall meet the standards of conduct in carrying out their

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responsibilities to the DFVC and shall operate consistently with all DFCV policies and other requirements adopted by the Board.

## V.2. COMPOSITION AND ELECTION OF THE BOARD OF DIRECTORS

The number of Board members shall not be less than five (5) and shall be established by the Board in accordance with the DFCV's governance and operations manual. At-large Board members shall be elected by membership from a slate of candidates presented by the Nominating Committee. The President, the Vice President, the Secretary, and the Treasurer, shall also be members of the Board. All members of the Board must be members of DFCV.

## V.3. TERM OF SERVICE OF BOARD MEMBERS AND FILLING OF VACANCIES

The membership shall elect all members of the Board. Each member shall serve for a two (2) year term.

Whenever a vacancy shall occur in the Board, the remaining Board members, even if less than a quorum, may elect an individual to fill such vacancy. Individuals so elected shall serve for the unexpired term of their respective predecessors. If the President ceases to serve for any reason, the Vice President shall assume the President's position. If both the President and Vice President shall simultaneously cease to serve, then the Board shall elect a person to each such position. Consideration should be given to any recommendations from the Nominating Committee. Upon election the replacement shall immediately assume position and shall serve out the balance of the unexpired term.

## V.4. BOARD MEETINGS: NOTICE, QUORUM AND VOTING

Meetings. The Board shall meet at least two time a year. Special meetings of the Board may be called by the President or upon petition signed by at least three (3) members of the Board.

Notice. Notice of any meeting of the Board shall be received by each Board member by mail, overnight courier, electronic mail, or other mode of written transmittal, prior to the date of the meeting, and must include the time, date, and place of such meeting. Unless impractical, notice shall generally be given not less than fifteen (15) days before the meeting date. For a special meeting said notice shall state the purpose of the meeting and no other business may be transacted at that meeting.

Quorum. A majority of all individual Board members shall be present before business can be legally transacted.

Approval. The vote of a majority of the individual Board members each having one vote

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and are present and voting shall carry any board resolution or action.

Teleconferencing. While attendance in person is encouraged, members of the Board may participate in a meeting by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Action by Email. At the request of the President, the Board may vote by email on any matter presented to them and that vote shall be binding as if a meeting had actually been conducted.

Action by Unanimous Written Consent. The Board may vote as a group without a meeting if each Board member entitled to vote on the subject matter approves the proposed action. If any Board member fails to vote or fails to approve the action, the vote will not carry. For purposes of this Section, Board member votes shall be signed by the individual Board member and returned to the DFCV by mail, fax, or as an attachment to an electronic mail. Board member consents shall be recorded by the Secretary in minutes reflecting the action taken.

Board Actions and Resolutions. All Board actions and resolutions will be reported to the membership in writing at the Membership Meeting following the date the action(s) and resolution(s) were approved by the Board.

## **V.5. REMOVAL**

Any Board member may be removed by two-thirds (2/3) vote of the Board. The Board member who is subject to removal shall not vote.

## **ARTICLE VI COMMITTEES**

### **VI.1 COMMITTEES OF THE BOARD**

The Board of Directors, by resolution adopted by a majority of the Board present and voting, may create one or more Committee(s) of the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority delegated to it. The Chair and members of each Committee of the Board, unless otherwise specified in these Bylaws or the governance and operations manual, shall be appointed by and serve at the pleasure of the President. Each committee Chair shall be accountable to the Board as a whole and will make written reports as requested by the President or Board.

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## VI.2 STANDING COMMITTEES

The chair and members of each Standing Committee, unless otherwise specified in these Bylaws, shall be appointed by and serve at the pleasure of the President. Each committee chair shall be accountable to the Board as a whole and each subcommittee chair shall be accountable to his/her respective committee chair. The Standing Committees provided by these Bylaws are:

- A. Ethical Standards and Practices Committee shall consist of the President and not less than three other members elected by the Board for terms of three years. The Committee shall elect its chair from among its members. In accordance with the governance and operations procedures, the Committee shall review claims of action or inaction detrimental to the DFCV by any member of the DFCV. Any member of this Committee shall disqualify himself/herself from considering any matter in which he/she may have a conflict of interest. The committee shall make its recommendations to the Board. The Board will make a final decision on any recommended actions which will require a two-thirds (2/3) vote of the Board. The Secretary will notify all parties involved of the Board's decision within 20 days of the decision.
  
- B. Finance Committee. The Finance Committee shall consist of the Treasurer as chair, and at least two other members of DFCV. It shall:
  - a. Annually set the budget of the DFCV and monitor all its financial affairs;
  - b. Establish and monitor investment and financial policies; and
  - c. Make recommendations to the Board regarding the aforementioned.

## ARTICLE VII MEMBERSHIP MEETINGS

### VII.1. GENERAL MEMBERSHIP

Meetings. The general membership shall meet at least three times a year. Special meetings of the general membership may be called by the President or upon petition signed by at least five (5) members of the DFCV.

Notice. Notice of any meeting of the general membership shall be received by each

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member by mail, overnight courier, electronic mail, or other mode of written transmittal, prior to the date of the meeting, and must include the time, date, and place of such meeting. Unless impractical, notice shall generally be given not less than fifteen (15) days before the meeting date. For a special meeting said notice shall state the purpose of the meeting and no other business may be transacted at that meeting.

Quorum. The members including a majority of the Board shall be present before business can be legally transacted.

Approval. The vote of a majority of the individual members each having one vote and are present and voting shall carry any resolution or action.

Teleconferencing. While attendance in person is encouraged, members of the DFCV may participate in a meeting by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Action by Email. At the request of the President and the Board, the general membership may vote by email on any matter presented to them and that vote shall be binding as if a meeting had been conducted.

### **VII.2. ANNUAL MEMBERSHIP MEETING**

Meeting. The Annual Membership Meeting of the DFCV shall be held prior to October 1st at a place, date and hour determined by the Board of Directors. The election of officers and At-large Board members will occur in even years.

Notice. Notice of the Annual Membership Meeting shall be received by each member by mail, overnight courier, electronic mail, or other mode of written transmittal, prior to the date of the meeting, and must include the time, date, and place of such meeting. Unless impractical, notice shall generally be given not less than fifteen (15) days before the meeting date. For the Annual Membership Meeting said notice shall state the purpose of the meeting and no other business may be transacted at that meeting.

Quorum. The members including a majority of the Board shall be present before business can be legally transacted.

Approval. The vote of a majority of the individual members each having one vote and are present and voting shall carry any resolution or action of the Annual Membership Meeting.

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## ARTICLE VIII THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

V1. Club Year. The club's fiscal year shall begin on the first day of October and end on the last day of September. The Club's official year shall begin immediately at the conclusion of the election at the annual meetings held in odd-numbered years or at the conclusion of the annual meetings held in even-numbered years when there is no election.

### Section 2. Annual Meeting

The Annual Meeting shall be held in the month of September at which Board Members and Officers for the ensuing two-year term shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately after the conclusion of the Annual Meeting and retiring Board Members and Officers shall turn over to their successors all properties and records relating to that Office/Position within thirty (30) days after election.

### SECTION 3 Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. The nominated candidates for other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected. Ballots shall be counted at the meeting by two members in good standing who are neither members of the current Board nor candidates on the ballot. 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 of Directors in the manner provided by Article V, Section 3

### SECTION 4 Nominations.

No person may be a candidate in a Club election who has not been nominated. During the month of June, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom shall be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be the duty of this person to call a committee meeting which shall be held on or before July 10th.

(a) The Committee shall nominate one (1) candidate for each office and other candidates for the other positions on the Board (the number of Board member positions being based on the number of members in good standing as provided by the Club Secretary as of May 31st) and immediately, after securing the consent of each person nominated, report the nominations to the Secretary in writing.

(b) Upon receipt of the Report of the Nominating Committee, the Secretary shall forthwith notify each member in writing of the nominees for each Office and Position at least two weeks before the August meeting.

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(c) Additional nominations may be made from the floor at the August meeting by any member present at the meeting provided that the person so nominated does not decline when their name is presented and provided further that, if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. However, no person who has declined the Committee's nomination may be nominated. No person may be a candidate for more than one (1) office or position. (d) Only members in good standing may be nominated for an office or position. (e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE IX            AMENDMENTS**

Proposals to amend these Bylaws may be initiated by any member of DFCV and of the Board. The Board shall be given notice of such proposed changes thirty (30) days in advance of such vote, which notice shall include a summary of all proposed revisions. Bylaws revisions shall be adopted upon an affirmative vote by a majority of the Board.

## **ARTICLE X            DISSOLUTION**

Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall distribute assets to the federal, state, or local government for a public purpose. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively.

## **ARTICLE XI          PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the DFCV 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 Board may adopt.

A member of the Board shall be appointed by the President, with the approval of the Board, to the position of parliamentarian and shall advise upon the propriety of procedure and of amendments.

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