

CHINOOK CLUB OF AMERICA, INC.
CONSTITUTION AND BYLAWS
As Amended 2009

CONSTITUTION
Article I
Name and Objects

SECTION 1. The name of the club shall be the Chinook Club of America, Incorporated, but may also be referred to as “club” or “CCA”.

SECTION 2. The objects of the club shall be:

- a) To obtain full AKC recognition for the Chinook breed for the following purposes:
 - i. To encourage and promote quality in the breeding of purebred Chinooks and to do all possible to bring their natural qualities to perfection;
 - ii. To protect and advance the interests, health, and welfare of the Chinook, while adhering to the historical type and original purposes of the breed through selective breeding;
 - iii. To encourage and support research into the genetic and health related issues that impact the Chinook breed and to educate members about these issues;
 - iv. To do all in its power to advance the interests of the breed and to encourage training, participation and sportsmanlike competition at dog shows, obedience trials and tracking tests (field trials);
- b) To encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- c) To educate members, breeders and judges on the standard of the breed and 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 Chinooks shall be judged;
- d) To conduct sanctioned matches, specialty shows, obedience trials and tracking tests (field trials) under the Rules and Regulations of The American Kennel Club;
- e) To strongly recommend AKC DNA-parent verification of all AKC registered Chinooks, in particular, AKC DNA profile of all Chinooks with AKC registered offspring.

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 member or individual.

SECTION 4. The club shall encourage both new and longstanding members to actively participate in the management and operation of the club.

SECTION 5. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS
ARTICLE I
Membership

SECTION 1. Eligibility. There shall be three basic types of memberships, open to all persons 18 years of age and older, in good standing with The American Kennel Club and who subscribe to the objectives of this club.

- a) **Voting Membership:** This voting membership is available to persons eighteen years of age and older, as either Individual (1 vote) or Family (2 votes). Two adults from the same household may apply together, for a Family membership, at a reduced cost; each shall have one vote;
- b) **Associate Membership:** This is a non-voting membership for persons who seek only to receive the newsletter or who have not obtained (2) member signatures on their Membership Application. Associate members may serve on committees but may not vote or hold office. Any person who is both not a resident and not a citizen of the United States, but who has interests parallel to those of CCA and who desires to work in association with the club may apply for an Associate Membership. Such international associate members may not be counted in determining a quorum.
- c) **Honorary Memberships:** There shall be two categories of honorary memberships, granted at the discretion of the board and for which payment of dues is waived;
 - i: Honorary Annual Mentor Membership:** The board of directors may, from time to time, designate a living person (or married entity) who has contributed to the club and its members by offering guidance, expertise and experience that help promote the goals of the club and contribute to the education of members of the Chinook Club of America and/or to the Chinook breed. Nominations may be made to the board by any member of the club. Mentor Memberships will be annually reviewed. Mentor members receive an Associate Membership;
 - ii: Freida Greene Richards Honorary Lifetime Membership Award:** The board of directors may, from time to time, designate a person who has made an outstanding contribution to the Chinook Club of America or to the Chinook breed. Nominations may be made to the board by any member of the club. Specific application and criteria may be obtained from the membership secretary;

SECTION 2. Dues. Membership dues shall not be raised any more than \$10 in a period of one year. Membership dues shall not exceed \$75 for an Associate Membership, \$100 for an individual Membership or \$125 for a family membership without a vote of by the club members. Family memberships shall be less than the cost of two Individual memberships. Dues are payable on or before the first day of January which is the start of the club year. During the month of November, each member shall receive a statement of dues for the ensuing year. No member may vote or hold office whose dues are not paid for the current club year. Members who are **in debt** to the club for obligations other than dues may be disciplined in accordance with Article VI.

SECTION 3. Application 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 these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name and address of the applicant, along with other requested information and it shall carry the endorsement of two voting members in good standing who have been members of the club for at least one year. Endorsements shall state how long the endorsee has known the applicant and why they are endorsing the applicant. Withdrawal of an endorsement by one or both sponsors shall render the application incomplete and application shall be returned to applicant. If one or both sponsors becomes a member not in good standing, the application shall be deemed incomplete and returned to the applicant. Accompanying the application, the prospective member shall submit dues payment for the current club year. Applications shall be mailed, via the postal service, to the Membership Secretary.

If applicant can not fulfill the requirements for a voting membership, they will be offered an Associate Membership. Memberships may be upgraded from non-voting to voting at the beginning of a new club year by fulfilling application requirements.

All applicants' names and sponsors will be published in the newsletter. Members in good standing may object to an applicant by submitting a statement with supporting documentation within 30 days of the published date. If a statement is submitted, the board shall vote whether to accept or deny membership. Affirmative votes of 2/3 of the board of directors shall be required to elect such an applicant. Applicants whose

membership has been rejected by the club may re-apply 12 months after such rejection.

SECTION 4. Termination of Membership. Membership 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. Obligations other than dues are considered a debt to the club and they become incurred on the first day of each fiscal year. All dues paid will be forfeited to the club upon resignation.
- b) ***by lapsing*** - A membership will be considered as lapsed and automatically terminated if the member's dues remain unpaid 60 days after the first day of the club year; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- c) ***by expulsion*** - A member may be terminated by expulsion as provided by Article VII of these Bylaws.

ARTICLE II Meetings

SECTION 1. Annual Meeting The Annual meeting of the club shall be held in the month of September or in conjunction with the club's specialty show, if possible, at a place, date and hour designated by the board of directors. Written notice and proposed agenda of each such meeting shall be given, in writing, by the Secretary at least 30 days prior to the date of the meeting. Members may add to the agenda by submitting requests in writing to the Secretary at least 14 days prior to the meeting. Motions that arise from the floor at the annual meeting may, if majority present agrees, be added to the issues for club voting. The quorum for holding such meetings shall be 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 all members of the board or by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Special Meetings may be held at such place, date and hour as designated by the board of directors. Written notice stating the purpose of the meeting shall be given by the Secretary at least 14 days prior to the meeting and not more than 30. The notice of the meeting shall state the purpose of the meeting and no other club business will be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings. The first meeting of the board shall be held within 30 days of the official announcement of the election results or June 1st, whichever is first. This board meeting may be a joint meeting of incoming and outgoing board members where no voting shall occur. Other meetings of the board of directors shall be held at such times and places as are designated by the President or by a majority vote of the entire board. Written notice of each such meeting shall be sent by the Secretary to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.

SECTION 4. Club Meeting Voting. The Secretary will send all items for voting to the membership, excluding election voting (see Article IV), within 10 days of the Annual Meeting or Special Meetings. Ballots must be received by the Secretary and postmarked no later than 30 days after the date printed on the ballot. No votes will be counted thereafter. Each member in good standing whose dues are paid for the current year and are not currently in debt to the club shall be entitled to one vote. Proxy voting will not be permitted at any club meeting or election.

SECTION 5. Board Meetings, Business and Notifications. For the purposes of these bylaws, meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference. Business (voting) may be done at a meeting and/or may be conducted by mail, fax or email provided it does not conflict with any other provision of these bylaws. In order for business to be conducted by email the following must in place:

- 1) every board member must be provided with the means to participate;
- 2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;
- 3) a mechanism must be in place to verify that the eligible board members are "listening";

- 4) all board members must agree to participate in this manner.

The club may send members notification of club meetings, dues notices, minutes, newsletters and board members notification of board meetings via email provided that the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control. Items voted upon by telephone conference, video conference and fax must be confirmed in writing within seven days. All meetings attended in person must be recorded.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers and directors, all of whom shall be members in good standing who are **residents of the United States**. They shall be elected for 2 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.**

- a) *Term Limits.* Voting board members may only be elected to serve two consecutive terms regardless of position(s) held. After two terms, they may not hold a voting position for one term before running again. This includes positions acquired through vacancy of an office during a term where the member served for at least one year.
- b) *Voting.* No voting board member shall hold more than one voting position on the board unless appointed temporarily due to vacancy. Only one vote may be cast, regardless of the number of positions held. Members of the same household or immediate family may not concurrently hold voting positions on the board.
- c) *Termination.* A vote to involuntarily terminate a board member from their position may be initiated at a Special Club Meeting, per Article II, Section 2, and achieved by a 2/3 majority vote of all club members in good standing or by those terms in Article VII.
- d) *Conflict of Interest.* Board members shall not serve as voting board members with other Chinook organizations that are parent clubs for other registries.

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. To be eligible for an officer position, a member must have been a voting member in good standing in the club for a minimum of two years, served on a Standing Committee, be an owner of a purebred Chinook and any other requirements specified in these Bylaws pertaining to the below listed positions. The duties listed define purpose and shall include any other such duties and activities as needed for these entities to fulfill their function within the parameters of the Bylaws.

- 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 specified in these bylaws. The President shall not vote on matters before the board unless there is a tie. The President shall supervise all committee chairs and appointed officials and be responsible for apprising the board of the status of all committees. To be eligible to hold the office of President, in addition to those requirements listed above, a member must have owned a Chinook a minimum of four years.
- b) The Vice-president shall have the duties and powers normally appurtenant to the office of vice-president and shall assume the position of President in case of death, absence or incapacity. The Vice-president shall educate members about and supervise or initiate any revisions to the constitution and bylaws and club policies. It shall be the responsibility of this person to insure that all club and board meetings are conducted in accordance with the bylaws. Where additional guidance is needed, or where applicable, the Vice-president will refer to Robert's Rules of Order Newly Revised for guidance in procedural matters. The Vice-president shall be responsible for the following: supervising all club votes in accordance with Article II, overseeing all disciplinary procedures as outlined in Article VI, overseeing and organizing elections and submitting all records of elections and disciplinary proceedings to the Secretary for the club record.

- c) The Secretary shall keep, maintain, and organize a record of all meetings of the club and the board, all votes taken by any means and all matters of which a record shall be ordered by the club; shall have charge of club correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses. The Secretary shall be responsible for keeping minutes of ongoing board matters compiled on a monthly basis and posting to the official club publications a synopsis of ongoing board business, minutes of quarterly meetings, motions for voting and meeting agendas. With a 2/3 approval of the board, the Secretary may appoint a Membership Secretary and an Archivist to assist in the various aspects of these positions and carry out 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 the Treasurer shall provide the board with financial reports at the quarterly meetings of the condition of the club's finances and every item of receipt of payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine. Members in arrears to the club for monies other than dues shall be listed in the Treasurer's report for any debt over 60 days. When monies become 30 days overdue, the treasurer shall send a certified letter requesting payment. If within 10 business days of receipt of the certified letter payment has not been made to satisfy the debt, or payment terms have not been arranged, in writing, with the treasurer, the member in arrears shall become a member not in good standing until such time as payment has been made. Money for dues renewal may be applied to a member's debt.
- e) *AKC Liaison*. Until such time as CCA shall be fully recognized by the AKC and shall then have a delegate, the AKC Liaison shall act as liaison and point of contact for the club and AKC. When full AKC recognition is obtained by the club, the position of AKC Liaison shall be terminated and this paragraph removed from the bylaws to be replaced by the following:
AKC Delegate is the primary conduit between the American Kennel Club and the Chinook Club of America, Inc. The delegate shall represent CCA at all meetings of the AKC and shall vote in accordance with the best interests of CCA and, when appropriate, as instructed by the board of directors. The delegate is elected by a 2/3 majority of the board of directors and shall not have a vote on the board. The delegate shall have the following duties as well as any others assigned by the AKC or CCA board of directors:
 - a) Shall act as liaison between the AKC and the members and board of directors of CCA;
 - b) Shall attend all quarterly meetings of the AKC and represent the interests and official position of CCA. The Delegate is the representative of CCA and as such must consider the opinion of the CCA above those of individual Chinook owners, club members or regional clubs when voting or debating issues before the AKC;
 - c) Shall disseminate all information from the AKC quarterly meetings to the CCA board of directors, including the outcome of all votes, changes to legislation, AKC policies, AKC rules and all items that may impact CCA, Chinook owners or the general dog fancy;
 - d) Shall attend all meetings of the CCA board of directors and although the delegate does not vote, may offer information and opinions pertinent to the issues at hand;
 - e) Shall receive a copy of all information distributed to the board of directors for each meeting;
 - f) Shall serve as an advisor to committees at the request of the board of directors in order to provide information on AKC rules and policies, share ideas from other delegates and alert committees to possible conflicts with AKC policies.

SECTION 3. Directors. There shall be five directors elected for two-year terms as provided in Article VI, Section 3 and shall serve until their successors take office. Any vacancies by a director are provided for in Article III, Section 3. Each non-officer board of director will individually be assigned the following responsibilities by the rest of the board based upon direction given by the membership at the yearly election. One director will be designated to oversee the following areas: publicity, rescue, show, trial and trail, health and genetics, and standard and judges education.

SECTION 4. Vacancies. Vacancies occurring on the board of officers during the year shall be filled until

the next election by a majority vote of the remaining board; except by a vacancy of the office of President which shall be automatically filled by the Vice-president. The resulting vacancy of the office of Vice-president shall be filled by the board. At the discretion of the board and by their majority vote, any temporary leave of duty occurring among officers, directors or appointed officials may be filled by another board member. Standing committee chair vacancies occurring during the year shall be filled, until the next yearly review, by the appropriate director tasked with overseeing that area. A vacating board member shall turn over to his successor in office all properties and records relating to that office within 30 days after the election or vacating of position.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

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

The board's official term shall begin no later than thirty days after the official announcement of the election results or on June 1st, whichever is first, and shall continue through the next election. The first board meeting shall take place within 30 days of the official announcement of the new board or on June 1st, whichever comes first. **Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.**

SECTION 2. *Voting.* Voting shall be limited to those members in good standing. The annual election of officers, directors, amendments to the constitution and bylaws, standard for the breed and delegate (at which time the club has an AKC delegate) shall be decided by written secret ballot cast by mail. Voting by proxy shall not be permitted. The board of directors may decide to submit other specific questions for decision by the members by written secret ballot cast by mail.

SECTION 3. *Election to Office.* Officers and directors shall be elected from among those nominated in accordance with Sections 4 and 5 of this Article. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the first meeting after the election, 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 III, Section 3.

Election of board positions shall be staggered in alternating years. In even numbered years the following board members shall be elected: President, Treasurer and three directors. In odd years the following board members shall be elected: Vice-President, Secretary and the other two directors.

SECTION 4. *Nominations and Ballots.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. In the fall, prior to each election year, the official club publications shall announce a request for volunteers to sit on the Nominating Committee. A nominating committee shall be chosen by the board of directors on or before December 15th. The committee shall consist of three members from different areas of the U.S.A., 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 for the committee. The Nominating Committee may conduct its business by mail.

- a) The Nominating Committee shall nominate from among the eligible members of the club, one candidate for each office and for each position on the board of directors and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so.
- b) The committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he resides, to each member of the club on or before February 15th.
- c) Members may make nominations from the floor at any time after February 15th by written petition addressed to the Secretary and postmarked on or before April 1st, signed by three members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Except for the position of delegate, no person shall be a candidate for more than one elected position.
- d) If no valid additional nominees are postmarked on or before April 1st, the Nominating Committee's

- slate shall be declared elected and no balloting will be required.
- e) If one or more valid additional nominations are postmarked on or before April 1st, the Secretary (or an independent professional firm or neutral party designated by the board) shall, on or before April 15th, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside together with a blank envelope, marked "BALLOT" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). The second envelope, addressed to the Secretary, must be postmarked on or before May 15th when received by the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced via the official club publications or in a separate mailing. The new board shall take office on June 1st.
 - f) **Nominations cannot be made at the annual meeting or in any manner other than as provided above.**

ARTICLE V Committees

SECTION 1. The club may use standing committees to advance the work of the club in such matter as dog shows, (field trials), (obedience trials) working trials, trophies, annual prizes, membership and other fields which may be served by committees. Such committees shall consist of a chair and at least two members. The chairperson shall select and/or dismiss committee members, oversee the agenda and be responsible for the completion of committee goals. Such committees shall always be subject to the final authority of the board. Special committees may be appointed by the board to aid it on particular projects.

SECTION 2. Any 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.

SECTION 3. *Special Committees* may be appointed by a 2/3 vote of the board to aid in a specific purpose or particular project to advance the work of the club and which may well be served by Special Committees. Special Committees shall be considered temporary and may have their status reviewed by the board and the committee may be terminated by a majority vote of the board.

ARTICLE VI Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from any/all the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. *Charges.* Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the club and/or the Chinook breed. Written complaint and supporting documentation must be filed in duplicate with the Vice-president together with a deposit of \$100.00, which shall be returned if the board, following a hearing, sustains such charges and forfeited if the board does not sustain such charges. Within ten days of receipt, the Secretary shall send a copy of the charges to each member of the board. **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 and/or the Chinook breed. If the board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club and/or the Chinook breed, 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 complaint respondent by certified mail together with a notice of the hearing and an assurance that the**

respondent may personally appear in his own defense and bring witnesses, if desired or appear by teleconference or videoconference, provided all parties are in agreement with this method.

SECTION 3. *Board Hearing.* The board or board committee shall have complete authority to decide whether counsel may attend a hearing, but both complainant and respondent 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 reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y)." or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six 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 to the membership before his fellow members at the ensuing club meeting, which considers the recommendation of the board or board committee. Immediately after the board or board 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 from the club may be accomplished only following a hearing and upon the recommendation of the board as provided for in Section 3 of this Article. The vote to expulse shall take place in accordance with Article II, section 4 and treated as a club meeting or one aspect of a club meeting. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret ballot on the proposed expulsion. A 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.

(until such time the club is a member club of The American Kennel Club)

ARTICLE VII Amendments

SECTION 1. Amendments to the constitution and bylaws (and to the standard for the breed) may be proposed by the board or by written petition addressed to the Vice-president and signed by 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 to the members with the recommendations of the board by the Vice-president for a vote within three months of the date when the petition was received by the Vice-president.

SECTION 2. The Constitution and Bylaws (or the standard for the breed) may be amended at any time, provided a copy of the proposed amendment has been mailed by the Vice-president to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 5 shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Vice-president to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment. Non-substantive changes to the bylaws may be effected by a 2/3 majority vote of the board. A substantive change is one which changes the intent or meaning of an article or section.

SECTION 3. **No amendment to the constitution and bylaws (or to the standard of the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.**

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 good standing. 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 a majority vote of the board.

ARTICLE IX
Order of Business

SECTION 1. At meetings of the club, the order of business, as 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 Vice-president
Report of Secretary
Report of Treasurer
Reports of committees
Election of officers and board (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 majority vote of those present, shall be as follows:

Roll Call
Minutes of last meeting
Report of President
Report of Vice-president
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
Election of new members
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.