

Siberian Husky Club of Canada

By Laws Revision April 2003

APPLICATION FOR AMENDMENTS TO THE INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

1. NAME

- 1.1 The name of the Corporation shall be THE SIBERIAN HUSKY CLUB OF CANADA. and will be referred to in this document as the Club.
- 1.2 The area of operation shall be the Dominion of Canada.
- 1.3 The seal, an impression whereof is stamped in the margin, shall be the seal of the Siberian Husky Club of Canada.

2. OBJECTS

- 2.1 (a) To represent and protect the registered Siberian Husky in Canada and promote responsible breeding practices in order to protect the breed's standard, the breed's physical and mental health, and the breed's traditional overall working qualities.
(b) To conduct sanctioned and approved events under the rules of The Canadian Kennel Club, and to abide by the principles of The Canadian Kennel Club Code of Ethics.
(c) To protect and advance the sport of sled dog racing and other performance events which are not governed by The Canadian Kennel Club.
(d) The Club shall be operated on a non-profit basis. Any resulting surplus funds shall not be used to the benefit of any member of the Club.
(e) 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 objects.

3. MEMBERSHIP

3.1 MEMBERSHIP YEAR

The membership year shall be September 1st to August 31st.

3.2 ELIGIBILITY

Membership shall be open to all persons eighteen years of age and older who subscribe to the Objects and the rules of Conduct of this Club.

3.3 TYPES OF MEMBERSHIPS

There shall be four (4) types of memberships as follows:

a) Regular Member

A Regular Member shall have one (1) vote in the Club, and shall be entitled to all benefits of a member of the Club.

b) Family Member(s)

A Family Membership shall be for two members of the same household, each of whom shall have one (1) vote in the Club, and shall be entitled to all benefits of a member of the Club. Only one copy of Club communications will be sent to a Family Membership household.

c) Life Member

A Life Membership may be granted by the Board of Directors to any member deemed to have contributed valuably of his time and experience to the Club. Life members shall be entitled to all benefits of a member of the Club and shall have voting privileges.

d) Honorary Life Member

An Honorary Life Membership may be conferred by the Board of Directors on any dignitary or individual. Any individual so honored shall not be a voting member of the Club.

3.4 DUES

Membership dues shall be payable by September 1st of each year. In the July/August issue of the Club Newsletter, the director membership shall notify the membership that dues for the ensuing year are payable.

3.5 APPLICATION FOR MEMBERSHIP

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the By-Laws, and Rules of Conduct. Accompanying the application, the prospective new

member shall submit the required dues.

3.6 APPROVAL OR REJECTION OF MEMBERSHIP APPLICATION

Membership applications shall be reviewed by the Executive Officer-Membership in consultation with the appropriate Area Representative, and shall be approved or rejected by the Board of Directors. Any applicant whose application is rejected must be provided, in writing, with a reason for the rejection.

3.7 TERMINATION OF MEMBERSHIP

Memberships may be terminated as follows:

1) Resignation

Any member in good standing may resign from the Club upon providing written notice to the Secretary. A member shall not recover any portion of his/her annual dues, nor shall he/she have any right whatsoever to make any claims of any sort against the corporation.

2) Lapsing

A membership will be considered as lapsed and automatically terminated if such member's dues remained unpaid sixty (60) days after the first day of the fiscal year.

3) Expulsion

A membership may be terminated by expulsion as provided in Section 11 of these by-laws.

3.8 VOTING PRIVILEGES

Only Regular, Family, and Life members are allowed to vote.

Non-residents are ineligible to vote.

Unpaid membership dues shall constitute denial of voting privileges.

4.0 MEETINGS

4.1 ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held at a time, place, and date as designated by the Board of Directors. The Board shall make every reasonable effort to hold the AGM in different regions of the country. The membership shall be provided with written notice at least 60 days prior to date of the meeting. This notice may be in the form of a Notice in the Club Newsletter.

The quorum for the Annual Meeting shall be 10% of the total current membership, all of whom must be in good standing with the Club. If there is no quorum, any business conducted at the meeting shall be referred to the Board of Directors for resolution.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the Financial Statement and the report of the auditor shall be presented. Auditor to be appointed for the ensuing year.

4.1 SPECIAL GENERAL CLUB MEETINGS

a) The Board of Directors may call a Special General Meeting of the Club at any time by providing such notice to the membership.

b) The Board is obligated to call a Special General Meeting, upon the Secretary receiving a formal request. Such request must be signed by at least 30% of the current members in good standing.

c) Such meetings shall be held at such place, date, and time as designated by the Board of Directors. Notice of such meeting shall be sent to the membership by the Secretary at least thirty (30) days and not more than forty-five (45) days prior to the meeting. Notice may be given by post, newsletter, or electronic mail. The notice of the meeting shall state the purpose of the meeting, and no other club business may be transacted. The quorum for such a meeting shall be 20% of the members in good standing.

4.2 BOARD MEETINGS

The first meeting of the Board of Directors shall be held within thirty (30) days following the election of the Board. Other meetings of the Board of Directors shall be held at such times and places as are agreed to by a majority vote of the Board. The Secretary shall notify in writing, by post or electronic mail, each Board member at least thirty (30) days prior to the meeting.

a) The quorum for a Board meeting shall be a majority of the Board members voting in Person, via telephone conference or by other electronic means.

b) The Board of Directors may conduct its business by personal attendance, mail through the secretary, telephone conference or other electronic means.

c) On any motion, the Board members must vote "in favour", "not in favour", or "abstain" to be considered present at the meeting. All votes count to make up the necessary quorum.

- 4.3 No error or omission in giving notice of any Annual, Special General or Board meeting, of the members of the Club shall invalidate such meetings, or make void any proceedings taken there at. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Club.

5. BOARD OF DIRECTORS

5.1 THE BOARD

The Board of Directors shall be comprised of the Officers (President, Vice-President/Special Events, Secretary, Treasurer & Executive Officer/Membership), plus a minimum of four (4) Regional Directors representing a minimum of four (4) of the six (6) Regions across Canada. All must be residents of Canada and regular members in good standing with the Club and with The Canadian Kennel Club. General management of the Club's affairs shall be entrusted to the Board of Directors. a) Officers shall be elected by the general membership; Regional Directors shall be elected by the members who reside in the region that they represent. Regional Directors must reside in the area they represent.

b) The Areas to be represented by a Regional Director shall be determined as closely as possible by membership representation, and may require re-alignment from time to time. No more than three (3) Directors may be elected from any one Region. Regions with fewer than ten (10) members may be represented by the Regional Director of another Region.

c) The following Regions represent the mandatory geographical areas as defined by The Canadian Kennel Club and membership distribution in 2002.

1. British Columbia 1 Director

2. The Prairie Provinces

a) Manitoba 1 Director

b) Alberta and Saskatchewan 1 Director

3. Ontario

a) South Eastern Ontario (boundaries below) 1 Director

b) South Western Ontario (boundaries below) 1 Director

c) Northern Ontario (boundaries below) 1 Director

4. Quebec 1 Director

5. The Atlantic Provinces 1 Director

6. Yukon, Northwest Territories & Nunavut 1 Director

BOUNDARIES FOR ONTARIO DIRECTORS

South Eastern Ontario - the complete area directly east & directly north of Dundas, including the town of Dundas.

South Western Ontario - the complete area directly west & directly north of Dundas, & south including the area comprising Hamilton, St. Catharines, Niagara Falls, Port Colborne etc.

Northern Ontario - the complete area from the Manitoba border east to Cache Bay.

5.2 DUTIES OF OFFICERS

a) The President shall chair all Board and General meetings of the Club when present. He shall have the general supervision and management of the affairs of the corporation, subject only to the orders and directions of the Board of Directors. He shall see that all resolutions of the Board of Directors and the members of the Club are carried into effect. He shall sign such contracts, documents and or instruments in writing as require his signature and shall have such other power and duties as may from time to time be assigned to him by the Board of Directors.

b) The Vice-President/Special Events shall assume the duties and exercise the responsibilities of the President upon the direction of the President or in such case, as the President is unable to carry out the duties and responsibilities of the President. He shall prepare, and when, and where necessary, enforce all rules and regulations and other such matters as necessary for all events which are conducted under the sole sanction and/or control of the Club, primarily but not exclusively, the racing and working dog programs, and specifically excepting National and Regional Specialties. He shall receive notifications of all requests for SHCC sanction of events, and shall inform the Board of such requests for purposes of SHCC insurance coverage. He shall also perform other duties as may from time to time be directed by the Board of Directors.

c) The Secretary shall keep a record of all Board and General meetings of the Club and of all votes taken in the order of business. The Secretary shall receive and send correspondence on behalf of the Club, notify members of

meetings, notify Officers and Directors of their election to office and keep a roll of the current membership of the Club. He shall be the custodian of the seal of the corporation (club) and shall affix the seal to any instrument requiring the same. He shall also perform other duties as may from time to time be directed by the Board of Directors.

d) The Treasurer shall collect and receive all revenues of the Club and shall deposit same in a Club bank account as approved by the Board in the name of the Club and shall keep full and accurate account of all assets, liabilities, receipts and disbursements of the Club. He shall disburse the funds of the Club as directed by the Board of Directors. He shall also perform other duties as may from time to time be directed by the Board of Directors. The books of the Club shall be open to inspection by the Board at any time, and a financial report shall be provided at every meeting of the Board and every Annual General Meeting of the Club.

e) The Executive Officer/Membership shall keep an accurate record of current and past members of the Club for a period not to exceed five (5) fiscal years. He shall inform the Board immediately of any, and all members, whose rights and privileges have ceased through non-payment of dues, or for any other reason whatsoever. He shall issue (via mail and/or electronic means) membership renewal notices to all current members, approximately of one month prior to the start of the new fiscal year. He shall also keep the Board informed of new applications for membership for its approval of the application and shall transmit all membership monies to the Treasurer. He shall keep the Treasurer informed at all times, and the Board from time to time, of all changes whatsoever in the membership. He shall also perform other duties as may from time to time be directed by the Board of Directors.

f) The Regional Directors shall be the primary liaison between the Board of Directors and the regional members. They shall maintain constant contact with the area representatives and/or members within their region, and inform the Board, of recommendations, wishes, aspirations and considerations, which their region deem significant for the benefit of the region and the Club. He shall also perform other duties as may from time to time be directed by the Board of Directors.

5.3 VACANCIES

The office of any member of the Board of Directors shall be automatically vacated:

- a) if he resigns his office by delivering a written resignation to the Secretary of the Club;
- b) if he is found to be a lunatic or becomes of unsound mind;
- c) if he shows an attitude and behavior that is felt to be prejudicial to the effectiveness of the Board, the Board may by secret ballot vote for his removal. Two thirds (2/3) of the Board in favor of the motion is required to carry the vote, providing that such action shall be subsequently confirmed by a secret, mail in ballot of the General Membership, two thirds (2/3) of those responding being in favor.
- d) upon death

Should a vacancy occur on the Board, the Board may appoint a member of the Club to fill that vacancy. Should a vacancy occur in the office of President, such vacancy shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board.

5.4 TERMS OF OFFICE

The elected Officers and Directors shall take office on September 1st, following the election. Each of the former Board members shall turn over to his successor in office, all properties and records relating to that office by September 1st of the new term.

a) Members of the Board shall be elected for a two-year term of office, commencing September 1st of the year following the election.

b) The election of Vice-President, Treasurer and Executive Officer/Membership shall be held on the alternate year as that of the President and Secretary.

c) When the proposed amendments to the By Laws have been accepted by Industry Canada, Corporations Canada, the Board elected under the previous By Laws shall remain in office until after the next election is held. At the FIRST election held under the amended By Laws, The Vice President, Treasurer, and Executive Officer Membership shall be elected for ONE year only. The first executive elected under the amended By Laws shall take office September 1 after the said election.

5.5 REMUNERATION

Directors, as such, shall not receive any remuneration for their services, but by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of

Directors or at such other meeting or any sort whatsoever as may be agreed upon by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Club as an officer or in any capacity and receiving compensation therefore. The Directors shall serve as such with out remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in performance of his duty and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Club.

5.5 INDEMNITIES

Every Director or Officer of the Club or any other persons who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, receptively, shall from time to time, be indemnified and saved harmless out of the funds of the Club from and against:

5.5 INDEMNITIES - continued

- a) all costs, charges and expenses whatsoever which such director, officers or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect to any such liability;
- b) all other costs, charges and expenses, which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

6. CLUB YEAR/FINANCIAL YEAR

The Club's fiscal year shall begin on the 1st day of September and end on the 31st day of August.

7. FINANCIAL AND BUSINESS TRANSACTIONS

- a) The Club shall have a separate and independent bank account in the name of the Club and all cheques drawn from the Club account must have the signature of two Officers with signing authority. The Officers with financial signing authority shall be the President, the Vice-President, and the Treasurer.
- b) Contracts, documents or any instruments in writing requiring the signature of the Club, shall be signed by two Officers. The Officers with signing authority for contracts and documents requiring the signature of the Club shall be the President, Vice-President, and Secretary.
- c) The members shall at each annual meeting appoint an auditor to audit the accounts of the Club. The Board of Directors shall fix the remuneration of the auditor.
- d) The financial records of the Club shall be the property of the Club.

8. VOTING

At the Annual General Meeting or at a Special General Meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting and the outcome will be determined by a simple majority vote. A quorum must be present in order to call for a vote.

For the election of Officers and Directors, a majority vote will determine the outcome. Amendments to the By-Laws must have a two-thirds (2/3) majority vote of all responding members. Amendments to the Breed Standard must have a two-thirds (2/3) affirmative vote of those votes cast. Voting must take place by secret ballot. .

The Board of Directors may decide to submit other specific questions for decision of the members by secret ballot which will require a two thirds (2/3) vote in favor from all **responding** members to pass.

Voting by proxy shall not be permitted.

Non-residents are ineligible to vote.

9. ELECTIONS

The Board of Directors shall publish in the March/April issue of the Club newsletter a call for nominations for those positions which will be vacated on August 31st of that year. A description of the duties for each position shall be included. The name and address of the Elections Officer, and the due date for nominations to be received shall also be published in this same issue of the newsletter.

9.1 BALLOTS

a) The election of Officers ,which includes Regional Directors shall be conducted by secret ballot. To be valid, ballots must be received by the individual or firm designated by the Board no later than the date specified. The Board shall appoint a Board member who is not a candidate for office to act as Elections Officer to receive the election results and to notify the membership in a manner prescribed by the Board of those results.

The person receiving the largest number of votes from each position shall be declared elected.

b) The members of the individual areas will determine if the election of their Regional Director occurs at a Regional meeting or by mail in vote. A majority vote will determine the outcome.

c) The Elections Officer shall provide the individual or firm conducting the election with a list of eligible voters complete with mailing addresses. To be eligible to vote, the member must be a member in good standing and dues must be paid for the current year prior to the calling of the election.

9.2 NOMINATIONS

a) The Elections Officer shall receive all nominations no later than the date specified.

b) The nomination of eligible candidates must have the signatures of two members in good standing of the Club, and must be signed by the candidate indicating acceptance of the nomination.

c) Nominations cannot be made at the Annual General Meeting or in any manner other than as provided in these by-laws.

d) If no more than one valid nomination is received for a position, the Elections Officer shall declare the nominee elected and no balloting for that position will be required.

e) If more than one valid nomination for a position is received, the Elections Officer shall notify the Board, and the process for an election shall begin.

1) The individual or firm conducting the election shall mail to each eligible voter, a ballot, listing in alphabetical order, all nominees for each position, together with a blank envelope and a return envelope addressed to the individual or firm conducting the election.

2) In order that the ballot shall remain secret, each voter, after marking his ballot shall seal it in the blank envelope which in turn shall be placed into the addressed return envelope.

10. COMMITTEES

The Board may appoint committees to advance the work of the Club in such matters as Performance Events, Conformation Specialty Shows, or any other field which may be well served by committees. Such committees shall always be subject to the final authority of the Board.

a) Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

11. DISCIPLINE

11.1 CANADIAN KENNEL CLUB SUSPENSION

Any member who is suspended, debarred, expelled or deprived of privileges from The Canadian Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Additionally, any member may be suspended, or expelled or deprived of privileges of the Club providing the procedure set forth in this section has been fulfilled.

11.2 COMPLAINTS

a) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests to the Club or the Breed. Such prejudicial misconduct will be based primarily, but not exclusively, on breaking and/or defying the Siberian Husky Club of Canada, Inc. Rules of Conduct and documented abuse of dogs under his control.

Written complaints containing details of the alleged misconduct must be filed in duplicate with the Secretary, together with a deposit of twenty-five dollars (\$25.00), which shall be forfeited if it is found that the complaint is not supported by evidence presented at a hearing before the Board or a Committee duly appointed for this purpose. If the Board or Committee, for any reason, decides not to proceed with the investigation, the deposit shall be returned, unless the complaint is considered by the Board to be frivolous or malicious. The Board will make every effort to appoint a Complaint Committee from members of the Region of the Club where the alleged complaint occurred. One member of the Committee shall be a member of the Board of Directors - preferably the Regional Director.

b) The Secretary upon receiving such a complaint, within thirty (30) days shall forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant, and each member of the Board or appointed committee.

c) The hearing date shall be set no later than ninety (90) days from the date of receipt of the complaint. If the hearing is held by the Board, a minimum of four (4) members of the Board must be present. In the event that the hearing is held by a committee, at least a majority of the appointed committee shall be present.

d) Should a complaint be laid against the Secretary, then the President shall act in accordance with these by-laws.

Gross Misconduct - Whenever, based on the submitted evidence, there appears to be grounds for a finding of gross misconduct, the Board may immediately suspend the accused member from all club privileges and rights until the vote for expulsion is completed one way or the other. The Secretary of the Club shall inform the said member, by registered mail, of his suspension, immediately.

11.3 HEARING

The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may, by a majority vote of those present, impose an **appropriate penalty**, consistent with the penalties published in the newsletter. The Secretary shall then notify each of the parties of the decision within thirty (30) days.

The Board will publish and make known in its newsletter from time to time the Rules of Conduct expected from every member of the Club. The Board shall make every reasonable effort to publish and make known the probable penalties, suspensions, and letters of censure for non-compliance of the Club Rules of Conduct.

11.4 EXPULSION

a) Expulsion of any member of the Club shall be accomplished at an Annual General Meeting or Special General Meeting of the Club following a proper hearing and upon the recommendation of the Board or Committee. The President shall read the complaint and report the findings and recommendations of the Board or appointed Committee, and shall invite the defendant, if present, to speak on his/her own behalf. The members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote in favour of expulsion shall be necessary from those present.

b) At the discretion of the Board, the decision to expel a member may also take place by a mail-in vote, provided that all prior proceedings as set down in these by-laws have been fulfilled, and will require a majority vote of a two-thirds (2/3) majority of all responding members to pass.

c) Proxy voting is not permitted.

12 AMENDMENTS

12.1 PROPOSAL FOR AMENDMENTS

Amendments to the By-Laws and breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary, and signed by thirty (30) members in good standing. Amendments proposed by such petition shall be considered by the Board of Directors at the next regular meeting, and must subsequently be presented to the membership by a notice in the Club newsletter within ninety (90) days of the date the petition was received by the Secretary.

12.2 AMENDMENT BY VOTE

The By-laws, and breed standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the proposed amendment. Dual-envelope procedures shall be followed in handling such ballots, to assure secrecy of the vote. Notice with the ballot shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted.

Amendments to the By-laws take place by secret, mail in ballot and require a two-thirds (2/3) majority vote of all **responding** members to affect a change. Voting by proxy shall not be permitted.

The enactment, repeal or amendment of the By-laws shall not be enforced or acted upon until the approval of Industry Canada, Corporations Canada has been obtained. Amendments to the Breed Standard take place by secret, mail in ballot and must have a two thirds (2/3) affirmative vote of those votes cast.

12.3 CANADIAN KENNEL CLUB APPROVAL

No amendment to the By-Laws, shall become effective until it has also been approved by The Canadian Kennel Club.

No amendment to the Breed Standard shall become effective until it has been approved by The Canadian Kennel Club.

13 BOOKS AND RECORDS

13.1 The Directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by an applicable statute or law are regularly and properly kept.

14 DISSOLUTION

The Club may be dissolved at any time by providing to both The Canadian Kennel Club and The Ministry of Consumer and Corporate Affairs written documentation signed by two-thirds (2/3) of the eligible voters in favour of dissolution.

Proxies are not permitted. In the event of the dissolution of the Club, other than for the 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. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, such organization being selected by the Board of Directors.

15 ORDER OF BUSINESS

a) 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 the last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Unfinished Business

New Business

Adjournment

b) At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows.

Roll Call

Reading of Minutes of last meeting

Report of Officers

Report of Committees

Approval of New Members

New Business

Adjournment