



Vizsla Society of Ontario Inc.

Constitution and Bylaws

Approved by the Membership on December 20, 2020

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Constitution and Bylaws

CONSTITUTION

1.0 NAME

1.1 The name of the Club is “Vizsla Society of Ontario Inc.”.

2.0 HEAD OFFICE

2.1 The Head Office and area of operation of the Club shall be in Ontario, the specific location of which is determined by the Board of Directors.

3.0 OBJECTS

3.1 The objects of the Club shall be:

3.1.1 To encourage and promote quality in the breeding of pure-bred smooth and wirehaired Hungarian Vizslas and to do all that is possible to bring their natural qualities to perfection.

3.1.2 To urge members and breeders to accept the written standards of the breed as approved by The Canadian Kennel Club.

3.1.3 To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at The Canadian Kennel Club recognized shows, performance tests and/ or trials.

3.1.4 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’s *Code of Ethics*.

3.2 The Club shall operate as a not-for-profit corporation, with any surplus in a given year retained for future Club activities.

3.3 The Club shall be formally recognized by The Canadian Kennel Club.

3.4 The members of the Club will adopt and may from time to time revise such Bylaws as are required to carry out these objects.

BYLAWS

4.0 DEFINITIONS

In this Bylaw, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Board member" means a person holding a position on the Board
- d. "Bylaws" means this bylaw (including any schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- e. "CKC" means Canadian Kennel Club
- e. "Chair" means the chair / president of the Board;
- f. "Club" means the organization incorporated under the legislation of the Province of Ontario and that has passed these Bylaws under the Act or that is deemed to have passed these Bylaws under the Act;
- g. "Corporation" means The Vizsla Society of Ontario Inc.
- h. "Director" means an individual occupying the position of director of the Club by whatever name he or she is called;
- i. "Member" means a member of the Club;
- j. "Members" means the collective membership of the Club; and
- k. "Officer" means an executive officer of the Club.

5.0 RECOGNITION BY THE CKC

5.1 To maintain its status and to be able to operate as an official, formally recognized breed club recognized by the Canadian Kennel Club, the Club is obligated to:

5.1.1 pay annual membership dues to the CKC;

5.1.2 comply with CKC rules and regulations.

6.0 MEMBERSHIP

6.1 Eligibility: Members must be age 18 or older, must agree to comply with the Club's Constitution and Bylaws and the Club's Code of Ethics, and must be eligible to be members of The Canadian Kennel Club.

6.2 Types of Membership: Two classes of membership exist: Single member and Family. A Single member is defined as one individual. A Family membership is defined as two individuals living at the same address.

- 6.3 Dues:** Dues are set by the Board and based on an annual (January to December) and a pro-rated half-year (July to December) basis. The Board may increase the membership dues for the following year. Any increase in a given year is limited to twenty (20) per cent. Notice of the increase will be included in the renewal notice and in the *Vizsla Voice*.
- 6.4 Application for New Membership:** The Club will accept an application for new membership accompanied by the appropriate fees. All new members are subject to a one-year probationary period. Any individual added to create a Family Membership from one that was previously a Single Membership, will be treated as a new member.
- 6.5 Publication of Applicant's Name:** The new applicant's name(s), city/town and province/state of residence will be recorded and published in the next upcoming *Vizsla Voice* following receipt of the application and dues.
- 6.6 Effective Start Date:** The effective start date for applicants for new members will be from the date the application is received or in the event that there is no post-mark, the date on the application, with the following exceptions:
- 6.6.1** An application and dues for a half-year basis received prior to July 1st will have an Effective Start Date of July 1st of the current year.
- 6.6.2** An application and dues for a full year basis which are received between July 1st and December 31st will have an effective start date of January 1st of the following year.
- 6.7 Probationary Period:** The probationary period is one year and starts from the Effective Start Date. During the probationary period, the new member is not eligible to vote, to be elected or appointed to the board or to chair a committee, to nominate another member for office, and/or to be listed on the Club's breeder's list.
- 6.8 Objections:** Members have the right to object to a new member's application. Objections along with a justification must be made in writing to the Board or to the Board's Appointee within thirty (30) days of publication in the *Vizsla Voice*.
- 6.8.1** The Board / Appointee will advise the new applicant in writing of the objection but will not disclose the objector's name. The Board will review the objection within twenty-one (21) days of receipt and notify the applicant of its decision in writing within five (5) days of meeting. If the Board upholds the objection, the applicant will be provided the reasons for refusing the applicant and the applicant will be rejected as a new member.
- 6.8.2** Any applicant who is not accepted as a new member as a result of an upheld objection will be entitled to a refund of eight-five (85) percent of their dues.

6.9 Voting Rights: An individual must be a member for one full year from the effective start date prior to being granted voting rights. Unpaid membership dues shall constitute denial of voting rights. Single members are eligible for one vote, family members for two votes.

6.10 Renewals: Membership renewals for the following calendar year are due January 1st. Members will be notified of upcoming renewal dues starting in October.

6.11 Arrears: Members who remain in arrears of their membership dues as of March 1st shall have their membership terminated. Any member who wishes to rejoin shall do so as a New Member and be subjected to the probationary period, with membership status reset to that of any other new applicant. Exceptions for members in arrears due to extenuating circumstances may be considered by the Board upon written request.

7.0 NEWSLETTER

7.1 The Club publishes a newsletter titled *The Vizsla Voice* which will be distributed to Club members by regular or electronic mail. The newsletter Editor will be appointed by and will report to the Board.

8.0 DELIVERY OF NOTICES

8.1 Notice to members can be given by regular mail, email or by publication in the *Vizsla Voice*. Notices shall be deemed to have been given at the time they are electronically transmitted or deposited with the post office or commercial courier.

9.0 YEAR

9.1 The Club's Membership year and Fiscal year is the calendar year beginning on the 1st day of January and ending on the 31st day of December.

10.0 EXECUTION OF CONTRACTS

10.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by who a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Club to be a true copy thereof.

11.0 BOARD OF DIRECTORS

11.1 Composition: Club affairs shall be managed by a Board of Directors comprised of four Executive Officers (President, Vice-President, Secretary, and Treasurer) together with an additional four or five general directors for a maximum of nine (9) directors. Executive

Officers must meet The Canadian Kennel Club's requirements for being members of The Canadian Kennel Club. All members of the Board must be residents of Ontario.

11.2 Term: The term for the Board begins January 1st in an election year. The term length is two (2) years.

11.3 Duties of Executive Officers

11.3.1 The President oversees the management of the Board of Directors and the affairs of the Club by ensuring that the Directors: are aware of and will fulfill their governance responsibilities; comply with applicable legislation and bylaws; conduct board business effectively and efficiently; are accountable for their performance to Club members. The President also chairs all Board, General and Special meetings of the Club.

11.3.2 The Vice-President supports the President in governing and managing the affairs of the organization and in the event that the President's position becomes vacant, assumes the position of President.

11.3.3 The Secretary is the custodian of the Club's records, minute recorder for meetings, and the primary contact for communication and general correspondence from the Canadian Kennel Club, Club members, and the general public.

11.3.4 The Treasurer oversees and manages the financial affairs of the Club by ensuring that the Club prepares and maintains adequate financial records in compliance with generally accepted accounting principles and reports the financial information to the Board of Directors, the members, and external parties as required, and prepares or arranges for the preparation of any statutory reporting.

11.3.5 Detailed job descriptions for Executive Officers are contained in the Club's Operating Manual.

11.4 Standard of Care: Every Director and Officer in exercising his or her powers and discharging his or her duties to the Club shall:

11.4.1 act honestly and in good faith with a view to the best interests of the Club;

11.4.2 exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;

11.4.3 comply with the Act and Regulations and the Club's Constitution and Bylaws.

11.5 Quorum is a majority of existing Board members.

11.6 Voting is by majority of those Board members in attendance at a Board meeting. Voting may be in person, by telephone, by mail, or by e-mail.

11.7 Meetings: Board meetings can be held in person, electronically, and by teleconference. When meeting electronically, the Board will apply the same standards for a quorum and voting as it does when meeting in person.

11.8 Rules of Order: *Robert's Rules of Order* will govern all meetings.

11.9 Conflict of Interest

11.9.1 Disclosure: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the director or officer will ensure to disclose in full the conflict of interest to the Board of directors.

11.9.2 No Vote or No Lobby: No interested officer or director may lobby or vote on the matter at the meeting of the Board of directors at which such matter is discussed and voted upon.

11.9.3 Payment: Any payments to the interested officer or director shall be reasonable and shall not exceed fair market value.

11.9.4 Minutes: The minutes of meetings at which such votes on items of conflict of interest are taken, will record such disclosure, recusal and abstention.

11.10 Removal from Office

11.10.1 Reasons: Board members may be removed for misconduct, malfeasance, or dereliction of duties. Misconduct is an intentional wrongdoing against the Constitution and Bylaws and Code of Ethics. Malfeasance is an illegal or dishonest activity in law. Dereliction of duties is the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office.

11.10.2 Forfeiture of Office: A Board member is deemed to forfeit his/her position if absent without notice or suitable reason from four (4) or more consecutive board meetings.

11.10.3 Petition: The removal of board members may be initiated by a petition signed by twenty-five (25) percent of Club members eligible to vote. The Executive Officers shall convene a special board meeting to discuss the petition, followed by a secret ballot vote. A simple majority vote is required for removal of the officer by petition of members.

11.11 Vacancies: The office of a Board member shall be vacated immediately if:

11.11.1 the Board member resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

11.11.2 the Board member has been removed from office according to Section 11.10 Removal from Office.

11.2 Filling Vacancies: If a vacancy occurs on the Board, the remaining Board members may appoint a Club member to fill it. If a vacancy occurs in the office of the President, the Vice-President becomes President, with the board filling the resulting Vice-president vacancy.

11.3 Limit on Terms: No person can serve on the Board of Directors for more than seven (7) consecutive terms and shall be ineligible for re-election to the Board for a period of one full term.

12.0 COMMITTEES

12.1 The Board may strike committees as needed. The Board may appoint the committee chair, who may be any Club member with privileges.

12.2 The President is *de facto* an *ex officio* member of all committees. The President maintains the same rights and privileges as all members of a committee including the right to vote and to be included in a quorum.

12.3 The Board may dissolve committees and terminate committee appointments.

13.0 MEMBERSHIP MEETINGS

13.1 Annual Meeting: An Annual General Meeting will be held each year within six months of the Club's year-end no earlier than April 1st and no later than June 30th.

13.2 Special Meeting: The Board may call a Special Meeting of the Club at any time. The Board must call a Special Meeting if the Secretary receives a request signed by at least ten (10) percent of Club members.

13.3 Combined Meetings: A meeting can be both an Annual and a Special meeting.

13.4 Notice: Notice for meetings will be given at least thirty (30) days in advance. The notice of the meeting shall state the purpose of the meeting.

13.5 Quorum: Quorum for an Annual General Meeting is fifteen (15) percent of members eligible to vote. Quorum for a Special Meeting is ten (10) per cent of Club members eligible to vote.

14.0 VOTING

- 14.1 Voting Rights:** Members have the right to vote to: select officers and directors, decide on amendments proposed to the Constitution and Bylaws, and to decide on specific questions posed by the Board of Directors.
- 14.2 Method of Voting:** Voting may be by paper ballot or secure electronic means.
- 14.3 Majority Vote:** A majority vote will prevail on all voting by Club members with voting rights except as otherwise noted in these Bylaws.
- 14.4 Voting in Person at Meetings:** Voting at General and Special meetings is restricted to Club members in attendance who have voting rights.
- 14.5 Proxy:** Every member with voting rights may, by means of a prescribed proxy form, appoint another member with voting rights to attend as the member's proxy holder to act on their behalf at a members' meeting. Proxy rights are limited to voting at the members' meetings.

15.0 ELECTIONS

- 15.1 Timing:** Elections to the Board of Directors are held every two (2) years.
- 15.2 Nominating Committee and Returning Officer:** A Nominating Committee will be struck on or by August 1st prior to the election. It shall be comprised of a minimum of two (2) members, one of whom is a Club member and the other a Director. The Board will also appoint an Election Returning Officer.
- 15.3 Nomination Form:** A nomination form will be distributed to Club members no later than September 15th. The nomination form must include the position for which the candidate wishes to apply and a provision for the name and signature of at least one (1) seconder who is a Club member with voting rights. Nomination forms are to be returned to the Nominating Committee by October 15th.
- 15.4 Slate of Candidates:** The Nominating Committee will develop a slate of candidates to fill each position on the Board by: soliciting members eligible to hold office and in the case of the Executive positions, ensuring the eligible candidates are or will become CKC members in accordance with the CKC's requirements; and, by receiving nominations from the general members. The slate of candidates will be circulated to the Board in office within two (2) days of the close of nominations. If no additional nominations are received by the close of nominations to require an election for a position, the slate developed by the Nomination Committee will be declared acclaimed and elected.

15.5 Club Property

15.5.1 Records, Materials and Information: Within thirty (30) days following the election results or vacancy of any office, each outgoing Officer or official shall turn over to his/her successor all records, materials, and information whether in hard-copy or electronic format which belongs to that office to facilitate a smooth transition of authority. If a successor has not been appointed within thirty (30) days, the outgoing Officer or official shall arrange to turn the records over to the President.

15.5.2 Remaining Club Property: Any remaining property or inventory belonging to the Club that is in the possession of outgoing Officers and Directors shall be turned over to the President by the beginning of the Official Club year.

16.0 BALLOTS

16.1 Voting Method: If election voting is required, it is done by secure electronic or paper ballot. The ballot will list the candidates for whom a vote is required, alphabetically by surname along with the position for which the person has been nominated. The ballot will also list the positions and names of those candidates who are acclaimed. Ballots will be prepared and distributed to Club members with voting rights by November 1st and are to be returned to the Election Returning Officer by November 15th.

16.2 Returned Ballots: Returned ballots will be tabulated by the Election Returning Officer and verified by the Nominating Committee within forty-eight (48) hours of the close of election voting.

16.3 Results: The Returning Officer will record the number of spoiled and incomplete ballots as well the total number of votes received per candidate. The Returning Officer will report the results to the Board and to each candidate by email no later than five (5) days of the close of election voting.

17.0 DISCIPLINE

17.1 Expulsion: Any Club member expelled or suspended from The Canadian Kennel Club membership and/or who has been found guilty of animal cruelty is similarly expelled or suspended from Club membership.

17.2 Complaints: Any person may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Complaints must be in writing, supplying details of the misconduct alleged. The complaint must be accompanied by a fee as set by the Board (refunded if the complaint is sustained, forfeited if it is not). A hearing shall be conducted within ninety (90) days, by the President plus at least four (4) other Board members. Complainant and accused member are to be treated fairly and in accordance with the rules of natural justice. The Board may impose an

appropriate penalty if sustaining the complaint. If the sanction voted on is expulsion, a two-thirds vote of those of the Club members with voting rights is required (at either General or Special meeting at which the accused member is entitled to speak or by secret mail ballot for which the accused member is entitled to supply a written submission). Notification of the decision will be made to both parties within thirty (30) days following the vote.

18.0 AMENDMENTS

18.1 *Methods to Amend:* Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by twenty (20) percent of the Club members eligible to vote. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within ninety (90) days of the date when the petition was received by the Secretary.

18.2 *Voting:* Amendments to the Constitution requires a two-thirds (2/3) vote by Club members eligible to vote. Amendments to the Bylaws require a majority vote of those returning ballots.

18.3 No amendment is effective until approved by The Canadian Kennel Club.

19.0 DISSOLUTION

18.4 *Voting to Dissolve:* The Club may be dissolved by vote of two-thirds (2/3) vote of Club members eligible to vote.

18.5 *Distribution of Assets:* Upon dissolution of the Club and after payment of all debts and liabilities, all remaining physical assets shall be sold and the proceeds from the sale of such assets, along with remaining financial assets, will be distributed to a charitable organization whose objects are beneficial to dogs, the choice of which is decided by the Board of Directors.