

Bylaws of the Professional Stewards Association of Northern California

ARTICLE I. Name and Objectives

SECTION 1.” The name of the organization shall be The Professional Stewards Association of Northern California.” (PSANC)

SECTION 2. The objectives of the organization shall be:

- a) To encourage and promote the most proficient and efficient possible stewarding at dog shows.
- b) To provide a cooperative pool of experienced and skilled dog show ring stewards to serve at dog shows held by duly organized American Kennel Club (AKC) licensed or member Breed Specialty and/or All- Breed Kennel Clubs, and for which the chief steward is a PSANC member in good standing.
- c) To create, establish, foster, and further promote training and educational opportunities for those who are eligible for and interested in stewarding at dog shows.
- d) To provide an organization to which prospective judges may achieve their ring stewarding experience with a qualified mentor.

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

SECTION 4. The members of the organization shall adopt and may from time to time revise these by-laws as deemed required to carry out the objective of Article I. Section 2.

ARTICLE II. Membership

SECTION 1. Eligibility.

Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this organization. Members shall be 18 years of age or older. Potential members must be approved for membership by majority vote of the Board of Directors. Members are required to pay dues, attend education recertification, sign an annual Code of Conduct, and adhere to the AKC Code of Sportsmanship. Members are entitled to vote on all material presented to the membership for a vote and are eligible to hold office.

SECTION 2. Dues.

The amount of the annual dues shall be determined by the Board of Directors. The Secretary shall mail* a statement of dues for the ensuing year no later than November 1st to each member in good standing to the address of such member appearing on the records of the Club. Membership dues shall be payable

on or before January 1st of each year. No member may vote whose dues are not paid in the current year. Membership will be considered delinquent and therefore terminated if not received within 60 days of when due. Membership indicates permission to provide chief stewards with contact information.

SECTION 3. Election to membership.

- a) Each applicant for membership shall apply on a form as approved by the Board of Directors.
- b) The form shall provide that the applicant agrees to abide by these by laws and the rules of the American Kennel Club.
- c) The application shall state the name, address and occupation of the applicant.
- d) The applicant must be sponsored by two PSANC members in good standing.
- e) The applicant must have participated in an apprenticeship.
 - a. The purpose of the apprenticeship is to assure new members understand and utilize both AKC and PSANC ring procedures and policies
 - b. It also assures that the kennel club contracted with will receive the level of professionalism that PSANC members have been noted for through the years.
 - c. Apprenticeships are generally two shows, during which new members will be mentored by one or more experienced members. The mentors will provide instruction and give the apprentice increasingly more difficult tasks until the apprentice is completely running the ring.
 - d. If a new member is more experienced, the apprenticeship may be reduced; if necessary, it can also be extended
- f) Accompanying the application, the prospective member shall submit an application fee, the amount of which shall be determined by the Board of Directors.
- g) Applicants will be elected by a majority vote of the Board of Directors.
- h) Applicants for membership that have been rejected may contact the Board of Directors regarding the application. If deemed necessary, additional training may be completed before an applicant may reapply.

SECTION 4: Continuation of Membership.

It is expected that each member shall steward at least one show each year in order to maintain their professional proficiency. Members will participate in education recertification. Members who do not meet these requirements may have their membership terminated by action of the Board of Directors.

SECTION 5. Termination of Membership.

Memberships may be terminated:

- a) By resignation. Any member may resign from membership in the Club at any time upon written notice to the Secretary; provided, however, that resignation shall not relieve the resigning member from any obligation to the Club for changes incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and the Club shall have the right to enforce any such obligation or obtain damages for its breach. Dues obligations

are considered a debt to the Club that becomes incurred on the first day of January of each year.

- b) By Lapsing: A membership shall be considered as lapsed and automatically terminated if the member's dues remain unpaid 60 days after the 1st day of January. Rejoining the Club will require a new membership application as stated in Article II, Section 3.
- c) By Expulsion: A membership may be terminated by expulsion as provided in Article VI, Section 4.

ARTICLE III. Meetings

SECTION 1. Annual meeting.

The annual meeting shall be held at a time determined by the Board of Directors. At least thirty (30) days prior to the Annual Meeting, the Secretary will mail* written notice of the meeting to each member in good standing to the address appearing on the records of the Club of said member. The notice should include the place, time, location of the meeting, and those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The quorum for this meeting shall be 10% of the members in good standing.

SECTION 2. General meetings.

Meetings may be held at intervals as determined by the Board of Directors. Written notice of such meetings shall be mailed to the members by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meetings shall be 10% of members in good standing.

SECTION 3. Special Meetings.

Special meetings may be called by any officer of the organization of their own volition; or shall be called by the President upon receipt of a petition signed by 10% of the members of the organization in good standing. Such meeting shall be held at such place, date and hour as may be designated by the President. Written notice of such meeting shall be mailed by the Secretary at least 14 days and no more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such meeting shall be 10% of the members in good standing.

SECTION 4. Board meetings.

Board meetings shall be held at times and places as designated by a majority of the Board. The quorum for a Board meeting shall be a majority of the then members of the Board, but in no event less than three members of the Board of Directors. The board meetings may be held via teleconference technology, as long as it allows all persons participating to hear each other at the same time. An act or decision done or made by a majority of the Director/Officers present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

SECTION 5. Voting.

Each member, in good standing and whose dues are paid for the current year shall be entitled to one

vote on each matter submitted to a vote of the members; provided, however, that where matters are submitted to the members for determination by written ballot, only those members in good standing and whose dues are paid on the date the ballots are mailed or delivered to the membership shall be entitled to cast a vote. Voting by proxy shall not be allowed. Cumulative voting* shall not be allowed.

ARTICLE IV. Directors/Officers

SECTION 1. Officers.

The Board shall be comprised of the President; Vice-President, Secretary; Treasurer; and one Board Member At Large. All Board members shall be members of good standing and residents of the United States. Each shall be elected for two-year terms and shall serve until a successor is elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

- a) The President shall preside at all meetings of the organization and shall have the duties and powers normally appurtenant to the office of President in addition to those specified in these by-laws. Specifically, the President shall be the main contact between the organization and show giving clubs.
- b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. Specifically, the Vice-President shall be in charge of the educational and training efforts of the organization, including, but not limited to training seminars, brochures, mentoring, etc. The Vice President will work with the Secretary to maintain membership information and education.
- c) The Secretary shall keep a record of all meetings of the organization and of all matters of which a record shall be ordered by the President of the organization. The Secretary shall have charge of the correspondence, notify members of meetings, keep a roll of the members of the organization with their addresses, and carry out such other duties as are prescribed by these by-laws.
- d) The Treasurer shall collect and receive all monies due or belonging to the organization. He/she shall deposit the same in a bank in the name of the organization or as approved by the Board of Directors. The books shall at all times be open to the inspection of the membership and he/she shall report to them at every meeting the condition of the organizations finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year.
- e) The Board member-at-large shall serve in such capacities as the President shall decide and will vote on all matters brought before the Board of Directors.

SECTION 2: Term of office.

Directors/Officers shall be elected for one-two year term by majority of members voting. The membership of the Board shall be divided into two groups, so arranged that one half of the board be elected each year. The term of office shall commence immediately after the announcement of the election and shall terminate immediately after the announcement of the election thereafter.

Even year elected Directors/Officers	Odd year elected Directors/Officers
Secretary	President
Vice President	Treasurer
Board Member	

SECTION 3. Vacancies.

Any vacancies occurring among the offices during the year shall be filled until the next annual election by a majority vote of the Board of Directors except that a vacancy in the office of President shall be filled automatically by the Vice-President.

SECTION 4. Eligibility for the Board of Directors.

No person shall be elected to the Board of Directors who has not been a member of PSANC for the year prior to their nomination.

SECTION 5. Election of Directors/Officers.

- a) No person may be a candidate for election who has not been nominated pursuant to these Bylaws. Voting is by ballot (electronic voting is allowed), and the winners are determined by a majority of the votes cast as counted by the Inspector of Election.
- b) Each member is entitled to cast one vote among the candidates listed for each office. The candidate receiving the greatest number of votes so cast shall be declared the winner. Cumulative voting* is not permitted.
- c) An Official Ballot will be sent by mail* to each member. The completed ballot should be returned to one of the Inspector of Elections. If any member loses his or her ballot or fails to receive a ballot an official replacement ballot may be requested by filing a written request with the Secretary.
- d) No later than October 15th of each year, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of three PSANC members in good standing
- e) Nominating Committee shall nominate one qualified person for each of the offices being considered for election.
- f) All such nominations shall be delivered by the Nominating Committee to the Secretary no later than December 1st.
- g) Any member may nominate any PSANC member for any office by providing such nomination to the Secretary in writing no later than December 10th. Such nomination must be seconded by two additional members and must contain a written statement by the person so nominated that they are willing to serve.
- h) The Secretary shall furnish a list of candidates nominated by mail* to each member no later than December 15th

ARTICLE V. Chief Ring Stewards

Section 1: Eligibility

Any member who has worked as or trained as a chief ring steward may make this information known to the Club Officers and request to be listed on the website as a Chief Ring Steward.

Section 2: Recruiting Stewards for Shows

Chief Ring Stewards work as independent contractors with individual host clubs. It is the responsibility of the Chief Ring Steward to negotiate compensation and provide stewards of all necessary information for each show. Chief Ring Stewards will recruit stewards for each show with the understanding that in order to maintain membership, each member must steward at least one show each year. If a member contacts a steward in need of a qualifying show, priority should be given to that steward.

Section 3: Reporting Concerns

It is the responsibility of any Chief Ring Steward to report concerns and/or conflict that occurs at a show to the Board of Directors. If a member is directly involved, a written report is preferred.

ARTICLE VI. Discipline

SECTION 1: American Kennel Club Suspension.

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2: Charges.

- a) Any member may file charges against another member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board (or a Committee as provided for herein) following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider by a majority vote of its members, whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interest of the Club. If the Board considers that the charges do not allege conduct which is prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a hearing date not less than three weeks or more than six weeks thereafter by the Board, or the Board may appoint a committee of two Board members and three members of the Club in good standing to hear the charges. Not less than twenty (20) days prior to the fixed hearing date, the Secretary shall send, to the last address of the member shown on the Club's records, one copy of the exact charges to the accused member by registered mail, together with a notice stating the date, hour and place of the hearing wherein he or she is directed to appear, and assuring that he or she may personally appear in his or her own defense and bring witnesses. The location of the hearing shall be in proximity to the place of residence of the accused.
- b) In the event charges, even in the form of formal complaint(s), are filed against a member from outside of the club but within the scope of a member's duties associated with PSANC, the same procedure as stated above will be followed with the exception of a \$10 fee. All formal complaints must be made in writing. Anonymous complaints will not be entertained.

SECTION 3: Hearing.

The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges 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 its members suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, provided, however, that if the Board or Committee deems a suspension insufficient punishment, it may also recommend to the membership that the penalty be expulsion, and in such case, the suspension shall extend to the next Annual Meeting if that will occur more than six months from the date of the hearing. A suspension running concurrently with a recommendation of expulsion shall not restrict the defendant's right to appear before his fellow members at the ensuing annual meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall promptly notify each of the parties of the decision and penalty, if any.

SECTION 4: Expulsion.

Expulsion of a member of the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 in this Article. The defendant shall have the privilege of appearing in his own behalf to argue his or her case against expulsion though no evidence shall be taken at this meeting. The President shall first read the charges and the findings and recommendations of the Board or Committee, and then shall invite the defendant, if present, to speak in his own behalf. The membership shall then vote by secret ballot on the proposed expulsion. Provided a quorum (10% of members in good standing) is present at the meeting, 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 imposed shall continue for any remaining period thereof. A member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

ARTICLE VII: Indemnification

SECTION 1. Right of Indemnity.

The Club is encouraged to indemnify any person who is or was a director, officer, employee or other agent of the Club pursuant to and to the fullest extent permitted by California Corporations Code, Section 5238.

ARTICLE VIII: Insurance

If Article VII is enacted, the Club shall purchase and maintain a liability insurance policy issued to the Club or personally to each of the Director/Officers, either in the form of a general liability policy or a director's and officer's policy, to cover monetary damages caused by a Director/Officer's negligent act or omission in the performance of his or her duties as a Director/Officer. The Board of Directors shall make all reasonable efforts in good faith to obtain available liability insurance and insurance to secure the benefits afforded by California Corporations Code, Section 5238. The Club shall have no power to purchase and maintain insurance to indemnify a person who is or was a director, officer, employee or other agent of the Club for a violation of Section 5233 of the California Corporation Code.

ARTICLE IX: Organization Official Year

The Club's official year shall begin immediately after the Annual Meeting and shall continue through the next Annual Meeting. The Club's fiscal year shall begin on the first day of January of each calendar year and shall end on the 31st day of December in each year.

ARTICLE X. Amendments

SECTION 1. Amendments to the Bylaws

Amendments to the By-Laws may be proposed any officer or by written petition addressed to the Secretary signed by 10% 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 either by electronic means or US Mail within 1 month of the date when the petition was received by the secretary.

SECTION 2. Voting on Amendments to the Bylaws.

The By-Laws may be amended by a vote of the members by electronic means or by mail*, a "yes" vote indicating agreement with the submitted amendment. Such votes to be sent to the Secretary no later than ten days after receipt of the proposed amendment except that votes by US Mail need only be postmarked 10 days after receipt of the amendment.

ARTICLE XI. Dissolution

PSANC may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of the dissolution of the organization other than for purposes of reorganization whether voluntary or involuntary or by operation of the law, none of the properties of the organization nor any proceeds thereof nor any assets of the organization shall be distributed to any member of the organization, but after payment of debts of the organization, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the organization members.

ARTICLE XII: Order of Business

SECTION 1: Club Meetings.

Section 2: Board Meetings.

At meetings of the Club or Board, 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 the President
- Report of the Vice President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business

- New Business
- Adjournment

Article XIII: Parliamentary Authority

The current edition of Robert’s Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Glossary:

Cumulative Voting: Voting for more than one person for a given position.

Mail*/Written Notice: All club notices must be sent via a valid mailing service (such as the US Postal Service), e-mail, or newsletter

Signature: Email sent from a known member email address, for the purposes of voting, is considered equivalent to a written signature.

We, the undersigned Directors of the Professional Stewards Association of Northern California, and, pursuant to the authority granted to the Directors by these Bylaws to take action hereby do adopt the following Bylaws as the Bylaws of this Organization. These Bylaws are adopted as the full and complete replacement of any and all Professional Stewards Association of Northern California Bylaws currently in existence.

Dated: _____

Signature--Acting President: Laura Finco

Signature--Appointed Vice President: Kevin Ellingson

Signature--Treasurer: Kathleen Soares

Signature--Secretary: Sheila Dee Paske

Signature—Director; Richard Wilmont

