



## Siberian Husky Club of America Trust

Health Rescue Education



## **BY-LAWS FOR THE SIBERIAN HUSKY CLUB OF AMERICA TRUST**

### **Article I. Name**

The name of the organization shall be the Siberian Husky Club of America Trust, hereinafter called "Trust."

### **Article II. Purpose**

The purpose for which this Trust is formed:

- A. To support and obtain funds to be used for the betterment of the Siberian Husky breed in areas of health, rescue, and public education
- B. The Trustees shall solicit, manage, invest, and distribute collected funds in such endeavors as:
  - a. Medical research related to health and medical issues affecting the Siberian Husky
  - b. Seminars related to health and medical issues affecting the Siberian Husky
  - c. Rescue operations to benefit the Siberian Husky
  - d. Catastrophe relief to benefit the Siberian Husky
  - e. Prevention of cruelty to animals, in particular the Siberian Husky
  - f. Public education relating to educating the public on the attributes, characteristics, description, function, and trainability of the Siberian Husky
  - g. Public education relating to the history of the Siberian Husky, including support of any collected materials relating to the Siberian Husky
  - h. In serving Public Education on behalf of the Siberian Husky, the Trust considers the word public in the largest sense: all people, including but not limited to people interested in learning about the Siberian Husky, owners, breeders, exhibitors, mushers, and judges.
  - i. Other activities that fall within the scope of the Trust's stated purpose.
- C. The Trust is organized and operated exclusively for the above stated purposes. No part of any net earnings shall benefit any Trustee of the Trust or the Siberian Husky Club of America, Inc.
- D. No substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise to influence legislation, and the Trust shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Trust shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article III. Office of the Trust**

- A. Principal. The principal office shall be located in the State of Virginia at a location designated by the Trustees.
- B. Additional offices. The Trust may have other offices in any one or more of the fifty states, as the Trustees may determine or the affairs of the Trust may require from time to time.

#### **Article IV. Fiscal Year**

The fiscal year shall be January 1st through December 31st.

#### **Article V. Trustees**

- A. Number. The Trust shall be managed by a Board of Directors, hereinafter called "Trustees." At least One and no more than Three of the Trustees shall be chosen from among the members of the Siberian Husky Club of America, Inc. Board of Directors. Two or more of the Trustees shall not be members of the Siberian Husky Club of America, Inc. Board of Directors. The number of the Trustees may be increased by amendment of these Bylaws.
- B. Eligibility. All Trustees must be members of the Siberian Husky Club of America, Inc., and must be citizens of the United States.
- C. Term. The Trustees serve a term of two years to correspond with the term of the board of the Siberian Husky Club of America, Inc.
- D. Election. Just before the conclusion of the two-year term at the annual meeting the Trustees shall elect the new Trustees. The Trustees may be new to the Trust or maybe then current Trustees.
- E. Resignation. Any Trustee may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Trustee so resigning of the obligation to safely turn over Trust property or records to the Trust.
- F. Automatic Termination. If a Trustee is no longer a member of the Siberian Husky Club of America, Inc., he or she immediately ceases to be a Trustee and the position becomes vacant.
- G. Vacancies. Any vacancies occurring on the Trust shall be filled by an affirmative vote of a majority of the remaining Trustees at the next official meeting.
- H. Compensation. The Trustees shall not receive any salary for their services, but, by resolution of the Trustees a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular, or special meeting of the Trust. In addition, the Trustees may approve the reimbursement of a Trustee's actual and necessary expenses incurred in the conduct of the Trust's business. The Trust may carry liability insurance respecting the conduct of the Trust.

#### **Article VI. Meetings**

- A. Annual meetings. The Trust shall hold their annual meeting between September 1st and November 1st after, and at the same facility as the Annual Meeting of the Siberian Husky Club of America, Inc., at a place, date, and hour designated by the Trustees. If an election year, the first item of business shall be the election of the trustees. Each year the Trustees shall elect the officers who shall serve a two-year term.
- B. Regular Meetings. The Trust shall hold other regular meetings at such date and time as may, from time to time, be agreed upon. The Trustees shall provide by resolution the date, time, and place, either within or outside the State of Virginia for other meetings of the Trust.
- C. Special meetings. Special meetings of the Trust may be called by or at the request of the Chair or by written notice from any three (3) Trustees. Notice of any special meeting of the Trust shall be given at least fourteen (14) days prior to such meeting by written notice, utilizing registered overnight, or US mail, to each Trustee at his or her address as shown in the Trust records.
- D. Rights of Inspection. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Trust.
- E. Method. The Trust may hold meetings in person, by telephone conference, or by video conference.

- F. Action by Consent. Any action required or permitted to be taken by the Trust, may be taken without a meeting, if the action is taken by all of the Trustees and thereafter evidenced by one or more written consents describing the action taken, signed by each Trustee, and included in the minutes filed with the Trust records reflecting the action taken.
- G. Chair. At all meetings of the Trust, the Chair shall preside. In the absence or inability of the Chair, the Trustees shall choose from among the Trustees one to preside as chair for that meeting.

#### **Article VII. Voting**

- A. Quorum. A majority of the Trustees in office immediately prior to the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Trust.
- B. Voting by Mail, by Facsimile, or by E-mail. Any action required or permitted by law to be taken at any meeting of the Trust may be taken without a meeting if two-thirds (2/3) of the Trustees in good standing consent in writing to such action. Such resolution and written consents thereto shall be filed with the Secretary with the records of the Trust.
- C. Voting by Telephone or Video Teleconference. Any one or more Trustees may participate in a meeting of the Trust by means of a conference telephone, video teleconference, or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **Article VIII. Officers**

- A. **Designation**. The officers of the Trust shall be a Chair, a Secretary, and a Treasurer, with such powers and duties not inconsistent with these Bylaws, as may be appointed and determined by the Trustees. No offices may be held by the same person and the term shall be two years.
- B. **Chair**. The Chair shall preside at all meetings of the Trust. The Chair shall have and exercise general charge and supervision of the affairs of the Trust, execute notes, contracts, and conveyances, and shall do and perform such other duties as may be assigned by the Trust.
- C. **Secretary**. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep all minutes of the Trust. The Secretary may sign with the Chair, in the name of the Trust, any contracts or agreements authorized by the Trust. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Trust and shall do and perform such other duties as may be assigned by the Trust.
- D. **Treasurer**. The Treasurer shall have custody of all funds, property, and securities of the Trust, subject to such regulations as may be imposed by the Trust. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Trust may require. When necessary or proper, the Treasurer may endorse on behalf of the Trust for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Trust at such bank or banks, depository or depositories, or investments as the Trust may designate. The Treasurer shall sign all receipts and vouchers; and together with such other officer or officers, if any, as shall be designated by the Trust, shall sign all checks of the Trust and all bills of exchange and promissory notes issued by the Trust except in cases where the signing and execution thereof shall be expressly designated by the Trust or these Bylaws to some other officer of the Trust. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Trust with checks drawn on accounts in the name of the Trust. The Treasurer shall enter regularly on the books of the Trust to be kept for

that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Trust. The Treasurer shall in general perform all duties incident to the office of Treasurer, subject to the control of the Trust. Except for the initial term during the organization of the Trust, the Treasurer of the Trust may not hold the same position of Treasurer in the Siberian Husky Club of America. Inc.

- E. Removal. Any officer may be removed from office by the affirmative vote of all the Trustees at any regular or special meeting called for that purpose.

#### **Article IX. Committees and Agents**

- A. The Trust may appoint committees from time to time as it may deem necessary to assist in the conduct and management of the Trust. The Chairperson need not be a Trustee but must be a member in good standing of the Siberian Husky Club of America. Inc.
- B. The Trust may appoint agents and representatives with such powers to perform such acts or duties on behalf of the Trust as the Trust may see fit, so far as may be consistent with these Bylaws and the extent authorized or permitted by law. These agents and representatives need not be members of the Siberian Husky Club of America, Inc., but are chosen for their professional or technical proficiency.

#### **Article X. Amendments**

The Trust shall have the power to make, alter, amend, or repeal the bylaws of the Trust by 2/3 vote of the Trust; provided, however, that notice of any proposed amendment shall be mailed by United States mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted.

#### **Article XI. Dissolution**

In the event of dissolution of the Trust, assets shall be distributed to one or more organizations exempt for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and working for the betterment of the Siberian Husky within the areas of education, health, and rescue.

#### **Article XII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Trust in all cases to which they are applicable and in which they are not inconsistent with these By-Laws

*Amended as of 17 April 2024*

#### **Amendment History**

*M-2024-027, 04/17/2024: Amendment to Article II. Purpose, §B, §§ h: New Sub-Section h was inserted to define Public Education. This new sub-section caused the old sub-section h to become new sub-section i.*

*M-2024-027, 04/17/2024: For clarity sake, changing any references within the By-Laws to the Siberian Husky Club of America or SHCA or SHCA, Inc. to the Siberian Husky Club of America, Inc. (Art II, § C; Art V, § A, § C, § F; Art VI, § A)*

*M-2024-027, 04/17/2024: Amendment to Article V Trustees, § A, which supersedes the following two previous amendments to this section, to make this section easier to read and allows that no more than three nor fewer than one of the Trustees shall be chosen from among the Siberian Husky Club of America, Inc. Board of Directors.*

*M-2010-36: Amendment to Article V Trustees, §A, to require that no more than two Trustees shall be a Siberian Husky Club of America Board members.*

*M-2021-108: Amendment to Article V Trustees, § A, to require that at least one Trustee shall be a Siberian Husky Club of America Board Member.*

*M-2024-027, 04/17/2024: Amendment to Article VI Meetings, § A, to replace the section to change the relative timing of the Trust's Annual Meeting to follow the Annual Meeting of the Siberian Husky Club of America, Inc., which allows the Trust to receive the official Siberian Husky Club of America, Inc's election results prior to the Trust's election of Trustees. And this amendment changes the Trustees' terms to two-years, corresponding to that of the Officers.*

*M-2024-027, 04/17/2024: Amendment to Article VI Meetings, §E, to add video conference as an allowable meeting method.*

*M-2024-027, 04/17/2024: Amendment to Article VII Voting, §c, to add video teleconference as an allowable voting method.*

*M-2024-027, 04/17/2024: Amendment to Article VIII Officers, § A, to change the term of the Officers to two-years, corresponding to that of the Trustees.*

*M-2024-027, 04/17/2024: Amendment to Article VIII Officers, § D, to include investing as part of the Treasurer's responsibilities.*

*M-2024-027, 04/17/2024: Amendment to Article XI Dissolution, to keep to the purpose of the Trust should it be dissolved.*