ADMINISTRATIVE GUIDELINES FOR THE GSCA BOARD OF DIRECTORS



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Board Administrative Guidelines

This set of guidelines documents the administrative practices of the Board of Directors (Board) of the Giant Schnauzer Club of America, Inc. (GSCA) as well as decisions made in regards to specific interpretations of the GSCA Constitution and Bylaws. They are intended to ensure consistency over time regardless of the individuals serving as officers and directors. Unlike the GSCA Standing Rules, these guidelines are owned and maintained solely by the Board. Adherence is required, but they can be modified if necessary to best and most effectively conduct club business through a majority vote of the Board. Under no circumstances may these guidelines supersede the intended requirements of the GSCA Constitution and Bylaws or the GSCA Standing Rules.

Category I – Meetings

MTG-1 Schedule	Meetings will be scheduled monthly on a date and time selected to best accommodate all Board members. Historically, Board meetings have been held on the 2nd Wednesday of each month beginning at 7:30PM Eastern. Dates and times for individual meetings may be changed if agreed upon by a majority of the Board at least 7 days prior to the regularly scheduled meeting. Meetings may be cancelled in any given month if there is no pressing business to be brought before the Board.
MTG-2 Technology	Meetings will be held using an online communications platform (ZOOM or similar) that provides audio/video conferencing and document sharing as well as phone only access. Connection details will be provided to all Board members by the Secretary prior to the meeting.
MTG-3 Agenda	The meeting agenda will follow the Order of Business specified in *Article IX, Section 2* of the Bylaws unless changes are necessary and agreed to by a majority of the Board at the start of the meeting. The meeting agenda will be provided to all Board members by the Secretary prior to the meeting.
MTG-4 Minutes	Meetings may be electronically recorded by the Secretary for their use as a reference in preparing the official Meeting Minutes as a written document. Such recordings are not considered official meeting records and will not be preserved by the club. A draft version of the Meeting Minutes will be provided to all Board members by the Secretary prior to the subsequent Board meeting during which they should be reviewed, amended as necessary, and approved.

MTG-5 **Attendees**	Committee chairs, committee members, coordinators, members, representatives of external organizations, etc. may be invited to present and discuss special topics as required. Because Board meetings are open meetings, any GSCA member in good standing may attend. However, their participation will be limited to listening and observing only. They may not participate in the discussions, debate, etc. unless specifically called on by the Board.
MTG-6 **Executive Session**	The Board may decide via a majority vote to convene in Executive Session when discussing matters of a particularly confidential or sensitive nature. Only Board members may participate during Executive Session and all other attendees will be required to leave the meeting while the Board is in Executive Session. Deliberations held during Executive Session will not be electronically recorded. Only the final result of the session will be recorded in the Meeting Minutes by the Secretary.
MTG-7 **Pre-Read Information**	Whenever possible, all information that will be discussed in the monthly Board meeting should be provided to all Board members prior to the meeting: • Meeting minutes • Treasurer report (account statements, P&L sheets, etc.) • New member applications and sponsor forms • Documents for review/approval by the Board Board members should make every effort to review these materials ahead of time as this will help expedite the meeting.

Category II – Voting

VOT-1 **During Meetings**	Voting should take place during Board meetings whenever possible as “in person” discussions allow for better understanding and consensus. As defined in *Article II, Section 4* of the Bylaws, the quorum for a Board meeting shall be a majority of the Board of Directors. Provided there are no vacant offices at the time, the number of individuals required for a quorum of the Board during a meeting is 5.
VOT-2 **By Email**	When necessary due to time constraints or other factors, voting may also take place via email as allowed by *Article II, Section 5* of the Bylaws. The total number of Board members will be used to determine if a motion is passed when voting by email. Provided there are no vacant offices at the time, 5 email votes in the affirmative will be required for simple majority and 6 will be required for a 2/3 majority. Results of all voting conducted via email will be recorded in the Meeting Minutes of the next scheduled Board meeting by the Secretary.

VOT-3 **Full Membership Voting**	Certain items (election of officers, changes to the Constitution and Bylaws, changes to Standing Rules, etc.) are always subject to approval through a vote of all members. If agreed upon by a majority, the Board may determine that, due to its importance or criticality, a certain issue should not be decided by the Board itself and instead should be referred to membership for voting. This approach should not be the norm and instead only applied in special situations.
VOT-4 **Voting Methods**	Voting methods used during Board meetings will typically be through General Consent or Voice Vote (saying "aye" or "no"). A Roll Call Vote will be used when a particular decision is too close to determine by a Voice Vote and an exact count is necessary. Voting conducted via email is equivalent to Roll Call Voting as each member is voting individually via their email response.
VOT-5 **Proxy Voting**	Proxy voting is not permitted. No Board member is allowed to cast a vote, either during a meeting or during email voting, on behalf of another Board member.
VOT-6 **Secret Ballots**	Secret ballots are not used by the Board. Voting during Board meetings will be General Consent, Voice Vote, or Roll Call Vote. Email votes will be conducted such that each Board member replies to all other Board members when indicating their vote.
VOT-7 **Contingency Votes**	Voting on questions for which any resulting actions are contingent on future events or conditions is not be allowed. An example would be conditionally approving an applicant for membership provided no negative feedback is received during the subsequent two-week period. Instead, the vote on membership for the applicant should not be taken until the two-week period has elapsed and it becomes known if any negative feedback is received.

Category III – Communications

COM-1 **Official Records**	Upon approval by the Board, copies of Meeting Minutes and the Treasurer's Report (account statements, P&L sheets, etc.) from each meeting will be sent by the Secretary for posting on the website. These constitute the official records of Board activities.
COM-2 **Newsletter**	Information about specific topics and decisions made during monthly Board meetings may be shared in monthly newsletters in addition to being documented in the Meeting Minutes. Such items should be sent to the newsletter editor by the President, Secretary, or individual Board member responsible for the item prior to the monthly newsletter deadline (typically the 10th of each month).
COM-3 **E-blasts**	Membership wide emails (E-blasts) may be used by the Board when appropriate to communicate important or time sensitive information to members.

COM-4 **Social Media**	Posts may be made on social media as an additional means of communicating with members. It must be noted that social media posts by the club are (1) public so confidential material should never be shared and (2) not available to all members so other communication channels (E-blast, Newsletter, Forums, etc.) are also necessary.
COM-5 **Forums**	Forums (quarterly, special topics, etc.) may be held as an additional means of communicating with members. These sessions will typically be offered online to share brief updates on various topics, club projects, and committee activities and to give members the opportunity to ask questions and raise issues. Forums should be restricted to GSCA members and not open to the public. Forums are intended to provide information and facilitate conversations only. Role will not be taken, and no official club business (e.g., voting, etc.) will be conducted. Nonetheless, all attendees are expected to abide by all AKC rules and policies regarding conduct and sportsmanship.
COM-6 **Formal Responses to Members**	Formal responses and correspondence with members regarding complaints or disciplinary matters will be sent via email by the President to the individual(s) involved (plaintiffs, accused, etc.). The Secretary will be copied on any and all such correspondence. Individual Board members and the Board distribution list will not be included but instead will be forwarded a copy of the correspondence after the fact. The purpose of this approach is to help ensure all correspondence reaches only the intended parties and to prevent unintentional dissemination of information or internal deliberations due to an inadvertent "Reply to All" by individuals being copied on sensitive email correspondence.
COM-7 **Anonymous Complaints**	The Board will not respond or take any action in regards to complaints or concerns that are submitted anonymously. Appropriate investigation of any complaint includes understanding the motives and credibility of the complainant, in addition to investigating the validity of the allegations, and is not possible if the complainant remains anonymous.

Category IV – Financial

FIN-1 **Preapproved Limit**	The Treasurer may issue payments for all invoices less than **$500.00** without prior approval of the Board. All payments exceeding this amount require approval by a majority of the Board.
FIN-2 **Signatories**	Two other officers in addition to the Treasurer will be included as signatories on all accounts (checking, savings, money market, etc.).

FIN-3 **Specialty Account Balances**	In accordance with GSCA Standing Rule SP-2, the Specialty savings account will be replenished if its balance falls below **$10,000.00** at any time during the year via a transfer from the Operating accounts. At the end of each fiscal year, anything in excess of **$20,000.00** in the combined total of all Specialty accounts (Savings, Checking, and PayPal) will be transferred back to the Operating accounts.

Category V – Bylaw Application

BA-1 **Voting Ties**	*Article IV, Section 3* of the Bylaws includes the following sentence in regards to the biennial election of Officers, Directors, and Delegate: *"In the event of a tie vote, the office shall be declared vacant and the vacancy shall be filled as above."* **Application**: When a tie occurs, no action will be taken by the current Board. The new incoming Board will determine how to fill the vacant position created by the tie vote after they take office on January 1st of the year following the election.
BA-2 **Candidate Eligibility**	*Article IV, Section 4* of the Bylaws includes the following sentence in regards to candidate eligibility: *"No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws, and who has not been a member of the Club for at least 24 consecutive immediately preceding months."* **Application**: The nominee must have been approved as a member at least two-years prior to the **closing** date for nominations.
BA-3 **New Member Voting Eligibility**	*Article IV, Section 2* of the Bylaws includes the following in regards to voting eligibility: *"…voting shall be limited to those members in good standing…"* **Application**: New members may vote only if their membership was approved before the **opening** date of voting for a particular election. Members approved during an active election period – beginning when voting opens and ending when voting closes – are not permitted to vote in that election.

BA-4

Charges Against Members

Article VI, Section 2 of the Bylaws includes the following in regards to an individual preferring charges against members for alleged misconduct:

"Any members may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed…"

Application: Preferring charges against two or more members requires the process be followed fully and completely **for each of the accused**. In short, charges, evidence, and a deposit must be submitted before the Board will rule on entertaining jurisdiction of the charges against each of the accused. This would not preclude the same complaint and/or evidentiary materials from being used in all cases. But it would require a deposit to be paid to prefer charges against each of the accused and that the Board would make separate decisions on entertaining jurisdiction and any subsequent rulings on sustaining charges for each of the accused.

BA-5

Candidate Eligibility

Article III, Section 1C of the Bylaws includes the following in regards to candidate eligibility:

"All Officers and Directors are limited to two consecutive terms in any single office."

Application: "Term" refers to the full, two-year period to which a candidate was duly elected by membership. An appointment by the Board to fill a vacancy until the next regularly scheduled election does not constitute a full, elected term and will not be counted as one of the two consecutive terms allowed in a single office.

BA-6

Decision on Jurisdiction

Article VI, Section 2 of the Bylaws addresses the process by which the Board decides on whether to entertain jurisdiction when charges filed by one member (complainant) against another (accused).

Application: Section 2 neither requires the exclusion nor guarantees the complainant a right to participate in the deliberations regarding jurisdiction. This suggests that the framers did not intend to allow the complainant to attend, otherwise this would be explicitly stated as is described in Section 3 regarding their participation in a hearing. Historically, this has been applied such that no parties other than Board members participate, which is also consistent with this proceedings taking place during Executive Session.

The complainant should be notified as soon as possible regarding the decision regarding jurisdiction, and the accused is informed only if the Board decides to entertain jurisdiction of the charges.

BA-7 **Complaint Deposits**	*Article VI, Section 2* of the Bylaws addresses the process by which one member (complainant) must pay a deposit when filing charges against another (accused). *"Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of $50.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing."* **Application**: A deposit is required to discourage filing of numerous, baseless complaints and will not be refunded unless charges are upheld (the accused is found guilty). In cases where the Board decides not to entertain jurisdiction and no hearing takes place (due to insufficient evidence, no club standing in the matter, etc.), the deposit will also be retained by the club.

Category VI – Regional Specialty Approval

RSA-1 **Show Chair**	The show chair for any Regional Specialty not being held in conjunction with the National Specialty must be a GSCA member in good standing residing in the region in which the specialty will take place and is responsible for submitting the proposal for the regional to the Board for consideration and approval. Once a regional is approved, any change to the show chair will be subject to review and reapproval by the Board.
RSA-2 **Show Committee**	The Regional Director will be an ad hoc show committee member for all regionals held within their region regardless of the city and state in which the regional is held. Individual committee members, other than the show chair, are not required to reside in the region in which the specialty will take place.
RSA-3 **Number of Regionals**	The Board should not approve more than two Regional Specialty shows in a given region each calendar year. An exception to allow three regionals will be permitted when two regionals are being scheduled in conjunction with the national and the region wants to host a third regional early/late in the year.
RSA-4 **Coordination with National**	Regional Specialties not being held in conjunction with National Specialties may not be scheduled within one month (before or after) the National Specialty that has been previously approved by the Board. Regionals approved by the Board before the date and location of the National have been set are not subject to this constraint.
RSA-5 **Frequency of Regionals**	Regional Specialties within a given region and not being held in conjunction with National Specialties should not be scheduled within four months of each other.
RSA-6 **Timing of Proposal**	Proposals for Regional Specialties should be submitted to the Board for review and approval at least 9 months prior to the date of the event. Specialties proposed within 6 months of the event date will not be considered.

GSCA Document Management Information

Related Documents

List related and supporting documents here, if applicable:

- GSCA Constitution and Bylaws
- GSCA Standing Rules

Ownership

This document is owned and maintained by the **GSCA Board of Directors**.

Review

This document should be reviewed periodically as indicated below and revised if changes are necessary:

- ☐ Annually
- ☒ Biennially
- ☒ Upon change in personnel: President and/or Vice-President

Change Approval

Any changes to this document must be approved by the following:

- ☐ Special Committee
- ☒ GSCA Board of Directors
- ☐ GSCA Membership

Revision History

Revisions to this document are listed below:

Date	By	Changes
10/29/26	CJ Reed	Added BA-7 regarding application of *Article VI, Section 2* of Bylaws per agreement at 10/28/26 Board meeting.
8/13/26	CJ Reed	Added BA-6 regarding application of *Article VI, Section 2* of Bylaws per agreement at 8/12/26 Board meeting.
7/13/26	CJ Reed	Added BA-5 regarding application of *Article III, Section 1C* of Bylaws as determined by Board email vote on 7/13/26.
7/9/26	CJ Reed	Added RSA-6 regarding deadlines for proposals for regional specialties per agreement at 7/8/26 Board meeting.
11/12/25	CJ Reed	Added Category VI for Regional Specialty Approval and RSA-1 through RSA-5 per agreement at 11/12/25 Board meeting.
7/10/25	CJ Reed	Added COM-7 under Communications regarding response to anonymous complaints per discussion and agreement at 7/9/25 Board meeting.

6/13/25	CJ Reed	Added COM-6 under Communications regarding formal correspondence regarding disciplinary matters per agreement at 6/11/25 Board meeting.
5/20/25	CJ Reed	Added BA-4 under Bylaw Application based on vote of Board regarding Article VI, Section 2 taken on 5/20/25.
11/13/24	Board	Approved document
11/9/24	CJ Reed	Added section to document how specific Bylaws were previously interpreted and applied
10/10/24	CJ Reed	Changed name and description to refer to document as Board Administrative Guidelines
9/30/24	CJ Reed	Created document