

ROCKY MOUNTAIN GERMAN SHEPHERD DOG CLUB INC.

CONSTITUTION AND BY-LAWS

ARTICLE I

SECTION 1. NAME. The name of the Club shall be “The Rocky Mountain German Shepherd Dog Club Inc.”.

SECTION 2. OBJECTS. The objects of the Club shall be:

- a). To encourage and promote the breeding of quality German Shepherds Dogs, to do all possible to bring their natural qualities to perfection and to educate the fancy;
- b). To encourage acceptance of the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which German Shepherd Dogs shall be judged;
- c). To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at all GSDCA and AKC sanctioned events;
- d). To conduct shows and trials under the rules of the AKC.

SECTION 3. NON-PROFIT STATUS. The Club shall not be conducted or operated for Profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. RESIDENCE. While membership is to be unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders and exhibitors in its immediate area.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY. Regular membership shall be open to all persons eighteen (18) years of age or older who are in good standing with the American Kennel Club and who subscribe to the objects of this Club. A non-regular membership is available to people from our region who are unable to easily attend our meetings. Non-regular members may not vote or hold office and do not count towards meeting quorums. Junior membership shall be open to all persons ten (10) through seventeen (17) years of age who otherwise meet the above requirements. A junior member may not vote or hold office. No person in debt to this Club may submit an application for membership.

SECTION 2. DUES. The Treasurer shall, by November first (1st) of each year, send each member a statement of dues for the ensuing year. Dues shall be paid in advance on or

before January first (1st) of each year. The amount of annual dues shall be established by the membership.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two (2) members. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed in person with the Recording Secretary at a Club meeting, with the exception of non-regular members who send their application and payment to the recording secretary. Each application is to be read at the meeting it was received. At the next Club meeting at which the applicant is present, the application will be voted upon by secret written ballot and affirmative votes of three-fourth (3/4) of the members present and voting at that meeting shall be required to elect the applicant. Non-regular members applying for membership will be voted on upon by secret written ballot and affirmative votes of three-fourth (3/4) of the members present and voting at that meeting shall be required to elect the applicant at the next regular meeting after receipt of the application and payment. Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

SECTION 4. TERMINATION OF MEMBERSHIP. Memberships may be terminated by:

- a). resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first (1st) day of each fiscal year.
- b). lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first (1st) day of fiscal year, however the Board may grant an additional thirty (30) of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c). expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

ARTICLE III

MEETING AND VOTING

SECTION 1. MEETINGS. Meetings of the Club shall be held in the greater Denver area at a date, time and place as designated by the Board of Directors. There shall be a minimum of six (6) meetings per year to include the Annual Meeting. Notice of each meeting shall be either mailed by the Corresponding Secretary, at least ten (10) days prior to the date of the meeting or emailed at least ten (10) days before the date of the meeting if that member has signed the authorization form permitting email notification of

meetings and released the Club from any liability pertaining to meeting notices not being received due to circumstances beyond the club's control or if received late. The quorum for such meetings shall be fifteen (15) percent of the regular members in good standing.

In the event of a Club meeting being cancelled for any reason, the business planned for that particular meeting shall be automatically carried over to the next Club meeting and become the first (1st) order of business. The character and nature of the planned activity will dictate the order of, and what business will be conducted.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board and shall be called by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meeting shall be held in the greater Denver area at such a place, date and hour as may be designated by the person or persons authorized herein to call such meeting. Written or email notice of such a meeting shall be mailed or emailed by the Corresponding Secretary at least five (5) days but not more than fifteen (15) days prior to the date of the meeting, and no other Club business may be transacted there at. The quorum for such a meeting shall be Fifteen (15) percent of the members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held a minimum of six times per year. The Corresponding Secretary shall notify club and board members a minimum of ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be the majority of the Board. General management of the Club's affairs shall be entrusted to the Board. Any member or guest may attend any Board meeting. Board meetings may be held in person or by video or teleconferencing means.

Any other Board meetings may be called by the President and shall be called by the Corresponding Secretary upon receipt of a written request by at least three (3) members of the Board. Such meetings shall be held at a place, date and hour as may be designated by the persons authorized herein to call such meetings. Written or email notice of such meetings shall be mailed by the corresponding Secretary at least five (5) days prior to the meeting, or verbal notice shall be given at least three (3) days but not more than five (5) days prior to the date of the meeting.

SECTION 4. VOTING Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting shall not be permitted at any Club meeting or election.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. BOARD OF DIRECTORS. The Board shall be comprised of the selected officers and two (2) other elected persons. Duties of the Board shall include serving as an

auditing committee to audit the Club Treasurer's books on or before December fifteen (15) of each year.

SECTION 2. OFFICERS. The Club's Officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings.

a). The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.

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. He or she shall be responsible for arranging education programs for Club meetings.

c). The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. Expenditure of the funds shall be made under the authority granted by the Board. His or her books shall at all times be open to the inspection by the Board, and he/she shall report at every meeting the condition of the Club's finances and every item of receipt or payment not before recorded; and at the annual meeting he shall render an account of all monies received and expended during the previous fiscal year.

d). The Recording Secretary shall take and record minutes of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club. He/she shall keep a roll of the members of the Club with their address and carry out other such duties as prescribed in these By-Laws.

e). The Corresponding Secretary shall have charge of the correspondence, notify new members of their election to membership, notify Officers and Directors of their election to office and carry out other such duties as prescribed in these By-Laws.

SECTION 3. VACANCIES. Any vacancies occurring on the Board or among the Offices during the year shall be filled for the unexpired term of a majority vote of the members of the Club present and voting at the next Club meeting: except that a vacancy in the office of President 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 as prescribed in this section.

SECTION 4. ABSENCE. Any Officer or Board member who is absent from three (3) consecutive Board meetings shall give up his/her position and the resulting vacancy shall be filled in accordance with Article IV Section 3.

ARTICLE V

THE CLUB YEAR, ANNUAL MEETING AND ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty first (31st) day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. ANNUAL MEETING. The regular meeting in January shall be known as the Annual meeting at which Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon conclusion of the election. Within (30) days, each retiring Officer shall turn over to his successor in office all properties and records relating to that office.

SECTIONS 3. ELECTIONS. Officers shall be elected for a term of one year or until the annual election. Other members of the Board shall be elected as follows: One member shall be elected each year to the Board of Directors for a two (2) year term. Incumbent Board members will fill these positions until their term expires.

SECTIONS 4. NOMINATIONS. No person may be a candidate in a Club election who has not been nominated.

- (a). All nominations will be made from the floor at the November and December meetings by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance, his proposer shall present to the Recording Secretary a written statement from the proposed indicating his acceptance. No person may be a candidate for more than one (1) position.
- (b). No later than two weeks after each meeting at which nominations are made, the Corresponding Secretary shall notify each member in writing of all nominations accepted.
- (c). Nominations cannot be made at the annual meeting or in any other manner than as provided in this section: except in the case of a cancellation of a November or December meeting as explained in Article III, Section 1.

ARTICLE VI

COMMITTEES

Section 1. APPOINTMENTS. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. TERMINATION. Any committee appointments may be terminated by a majority vote of the full membership or the Board and upon written notice to the appointee; the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VII

DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUPERVISION. Any member who is suspended from the privileges of the American Kennel Club shall be automatically suspended from the privileges of this Club for a like period.

SECTION 2. CHARGES. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of ten (10) dollars which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. BOARD HEARING. The Board shall have complete authority to decide whether counsel may attend a hearing but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after the hearing all evidence and testimony presented by complainant and defendant the Board may, by a majority vote of those [resent, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. EXPLUSION. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held sixty (60) days but not earlier than

thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he wishes. The membership shall then vote by secret ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII

AMENDMENTS

SECTION 1. AMENDMENTS. Amendments to the Constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by fifteen (15) percent 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 with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. VOTING. The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the membership present and voting at meeting or special meeting called for that purpose, provided the proposed amendments have been included in the notices of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX

DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, 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, but after payments of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

ARTICLE X

ORDER OF BUSINESS

SECTION 1. CLUB MEETINGS. 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;

- (a). Roll Call- Introduction and welcome of guests
- (b). Minutes of last meeting
- (c). Report of Board
- (d). Report of President/ Report of Vice President
- (e). Report of Recording Secretary and Corresponding Secretaries
- (f). Report of Treasurer
- (g). Report of Committees
- (h). Election of Officers and Board (at Annual Meeting)
- (i). Election of new members
- (j). Unfinished Business
- (k). New Business
- (l). Adjournment

SECTION 2. BOARD MEETINGS. At meetings of the Board, the Order of Business, unless otherwise directed by a majority vote of those present, shall be as follows;

- (a). Reading of the Minutes of the last meeting
- (b). Report of the Recording and Corresponding Secretaries
- (c). Report of the Vice President
- (d). Report of the Treasurer
- (e). Report of Committees
- (f). Unfinished business
- (g). New business
- (h). Adjournment

SECTION 3. DISPUTES. In cases of dispute, all parliamentary practice in conducting meetings of the Club and the Board, not herein provided for, shall follow Robert's Rules of Order.

Ratified 7/30/2011