

SMALL MUNSTERLANDER POINTER CLUB of AMERICA

CONSTITUTION and BYLAWS

CONSTITUTION

ARTICLE I – Name, Purposes and Limitations

Section 1- Name. The name of this organization shall be known as the Small Munsterlander Pointer Club of America, hereinafter referred to as the “Club”, “SMPCA” or “Corporation,” a nonprofit corporation under the provisions of *Washington Nonprofit Corporation Act, Chapter 24.03 RCW* known as the Washington Nonprofit Corporation Act?.

Section 2- Specific Purposes.

The specific purposes of the Club as provided in the Articles of Incorporation shall be:

- (a) To encourage and promote quality in the responsible breeding of purebred Small Munsterlander Pointers and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the Standard of the breed as approved by the Small Munsterlander Pointer Club of America and subsequently approved by The American Kennel Club as the only standard of excellence by which Small Munsterlander Pointers shall be judged. In every country of the world there are individuals working outside the confines of responsible breed clubs;
- (c) To disseminate objective and comprehensive breed information to all, so that an informed public can support the goals of this Club and limit the number of irresponsible breeders;
- (d) To encourage the organization of independent local Small Munsterlander Pointer Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club and the SMPCA;
- (e) To do all in its power to protect the integrity and foster the expansion of a healthy and viable gene pool optimizing the performance and conformation qualities of this breed;
- (f) To do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition and participation at hunt tests, field trials, tracking tests, tracking trials, dog shows, obedience tests, agility trials and any other events in which the breed may participate;
- (g) To conduct hunt tests, field trials, tracking tests, tracking trials, dog shows, obedience tests, agility trials and any other events the Club is eligible to hold under the rules and regulations of the American Kennel Club;
- (h) To promote appreciation of game conservation and hunting with versatile dogs, particularly among young people;
- (i) To develop a transparent, objective and comprehensive multimedia database available to all club members—on subscription to non-members—on the performance, conformation and temperament qualities of individual dogs. This database should incorporate information from worldwide databases. Functionality of the database should permit automatic generation of documents listing all aspects of the family tree (Stammtafel) for any potential breeding over as many generations as are available in the database. Additionally, modern internet techniques should be used to allow buyer feedback relating to all breeders—whether they are Club members or not—so that breeder accountability will be available to all buyers.
- (j) To develop programs needed to provide for the welfare of individual dogs in need.

Section 3- Limitations.

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- Bylaw Revision.

The members of the Club may from time to time revise such Bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I – Membership

Section 1- Eligibility.

There shall be five (6) types of memberships open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

- (a) Charter membership – Open to those individuals who participated at the time of the club’s formation.
- (b) Associate membership - Open to persons 18 years of age and older. As a pre-requisite to Single or Household membership, Associate membership must be held for 18 months. An associate member will enjoy all privileges except the right to vote or hold office.
- (c) Single membership - Open to persons 18 years of age and older who are residents of the United States, its territories or possessions as well as Canada and Mexico, and who have been a member in good standing for 18 months, either/or in combination, as an Associate member and/or Junior member. Single membership enjoys all privileges of the club including the right to vote and hold office (with the understanding that residents of possessions and territories as well as Mexico and Canada who hold office must agree to travel to meeting places in the United States as selected by the Club).
- (d) Household membership - Open to two persons 18 years of age and older who are residents of the United States, its territories or possessions as well as Canada and Mexico, and who have been a member in good standing for 18 months, either/or in combination, as an Associate member and/or Junior member. Single membership enjoys all privileges of the club including the right to vote and hold office (with the understanding that residents of Mexico and Canada who hold office must agree to travel to meeting places in the United States as selected by the Club). Only one household member may hold an office on the Board of Directors at any time, and only one vote is counted for each Household membership.
- (e) Foreign membership - Open to persons 18 years of age or older having permanent residence outside the United States. A foreign member will enjoy all privileges, except the right to vote or hold office. All members taking up permanent residence outside the United States shall continue to have the right to vote for up to three years (and to hold office provided a written agreement is executed to travel to meeting places in the United States as selected by the Club) as long as membership in the club is maintained.
- (f) Junior membership - Open to persons 9 - 17 years of age who are residents of the United States, its territories or possessions, Mexico and Canada. Junior members cannot vote or hold office unless such vote or office is specifically established by the Board of Directors.

Section 2- Dues.

Membership dues for each type of membership shall be established by a majority vote of the members present at the annual meeting for the ensuing year. Dues are payable on or before the thirty-first day of JANUARY of each year. Dues not paid by March 31 will be considered lapsed. Members joining after November 1 of any year and paying dues shall be credited as having paid dues for the following fiscal year. During the month of December, the membership secretary shall send a statement to each member of his dues for the ensuing year. No member whose dues are not paid for the current year, may vote, run for office or nominate any person for office.

Section 3- Election to Membership.

Except for the Charter Members, 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, Bylaws

and the rules of the SMPCA and the AKC. The application shall state the name and address of the applicant and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail, e-mail, video conference, or conference call, provided that a secret vote is practical and a written record is made of the election. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail, e-mail, video conference, or conference call shall be required to elect an applicant. New memberships shall be associate memberships unless specifically established in a separate ballot by the Board.

An application which has received a negative vote by the Board may be presented by the applicant's endorser at the next annual meeting of the Club and the members may elect such application by secret ballot and a favorable vote of 75% of the members present. Only associate memberships can be established by Club election, unless a separate ballot is taken for other form of membership.

Applicants for membership who have been rejected by the Club may not reapply within twelve months after such rejection.

Section 4- Termination of Membership.

Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the 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 day of each official year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid three months after the first day of the calendar year. However, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are not paid for the current year be entitled to vote, run for office or nominate any person for office. Members who have been automatically terminated will have to rejoin the club to retain membership privileges.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II – Meetings

Section 1- Annual Meeting.

- (a) Annual Meeting. The annual meeting of the Club shall be held in the Spring in conjunction with the Club's Specialty show if possible at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed to each member at least 45 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.
- (b) The annual meeting for SMPCA consists of required (unless canceled due to extreme weather conditions), recommended and optional elements. These required and recommended elements are as follows:
 - i. Required: 1) A members meeting; 2) An AKC conformation show; 3) A NAVHDA hunt test; 4) An AKC hunt test; 5) Board meeting; 6) Auction or other fund raising activity
 - ii. Recommended (and Required by the Spring of 2009): 1) A NAVHDA hunt test (Must include all levels); 2) An AKC hunt test (must include all levels); 3) An AKC obedience trial

- iii. Recommended: 1) Agility trial; 2) Tracking test; 3) Search and Rescue Trial; 4) Breed specific performance tests or trials; 5) Canine Good Citizen/Therapy Dog test; 6) Educational seminars

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 at a meeting of the Board or who vote by mail, e-mail, video conference, or conference call, provided that a secret vote is practical and a written record is made; or shall be called by the Secretary upon receipt of a petition signed by 15% of the Club members who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 15 days and not 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 a meeting shall be 10% of the members in good standing.

Section 3- Board Meetings.

Board Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) “physically” in the same room or by conducting a meeting by video conference or teleconference. The first meeting of the Board shall be held as soon as possible following the certification of the annual election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the meeting. The quorum for a Board Meeting shall be a majority of the Board.

Section 4- Board Business.

The Board of Directors may conduct its business by mail through the secretary, e-mail, fax, video or telephone conferencing, or in-person meetings, provided it does not conflict with any other provisions of these bylaws. The means of communications must be available and any communication method other than mail or email must be agreed upon by all Board of Directors members. For e-mail communications there must be a procedure to ensure that all individuals participating are eligible board members and a mechanism to verify that the eligible board members are participating.

ARTICLE III – Directors and Officers

Section 1- Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary and Treasurer, all of whom shall be members in good standing who are residents of the United States, and four to nine Regional Directors as determined in Section 3. The President, Vice-President, Secretary and Treasurer shall be elected for a two (2) year term as provided in Article IV and shall serve until their successors are elected. The President may serve no more than two (2) consecutive terms. An outgoing President may remain on the Board as an ex-officio member for one (1) additional year but may not run again for President without a 2 year lapse of subsequent Board membership (ex-officio or not). The Vice-President may serve no more than two (2) consecutive terms. Each Regional Director will serve a two (2) year term with at least two (2) and no more than five (5) Regional Directors being elected each year. Regional Directors may serve no more than two (2) consecutive terms.

Section 2- Officers.

The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board 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 bylaws.
- (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
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Secretary shall furnish copies of the Minutes of all meetings to any officer or Board member who requires them to perform his/her duty to the Club, shall be in charge of all official correspondence, and cause members to be notified of meetings. The Secretary shall keep a roll of the current members of the Club with their mailing addresses, email addresses, and if possible, phone numbers, and will carry out any other official duties as are prescribed in these Bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer shall disperse all payments approved by the Board. The President shall have authority to sign all checks in the case of absence, illness and death of the Treasurer. The Treasurer's books shall at all times, be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the number of Board shall be reduced by one.

Section 3- Regional Directors.

(a) Directors

- i. The purpose of Regional Directors is to provide local representation for as geographically cohesive an area as possible.
- ii. Each Director must reside within or near the periphery of the region.
- iii. One (1) Director from each region shall be elected to the Board by those members in good standing who reside in the Region.
- iv. Each Director shall oversee all Club sponsored activities within their region that have been approved by the Board and he/she will assist the Board in enforcing the Code of Ethics within their region.

(b) Geographic Regions

- i. The initial geographic regions to be represented are approximately as follows:
 - 1) Northeast Region: East of Longitude W87° and North of Latitude N37°
 - 2) Midwest Region: East of Longitude W100° W and North of Latitude N37°
 - 3) Northwest Region: West of Longitude W100° and North of Latitude N37°
 - 4) Southern Region: South of Latitude N37°
- ii. Each geographic region should contain at least one central meeting location that minimizes the total travel time of the region's membership, and which has sufficient facilities to allow regional club functions.
- iii. Each geographic region must contain at least 8% (or 24, whichever is greater) of the members in good standing at the start of the current club year, and cannot exceed more that 30% of said members without undergoing a partition as described in (c). The allowance for variation in population in different regions provides something of a bicameral flavor to the Board of Directors.

(c) Partitions

- i. At the first Board meeting following the establishment of the Club, the Founder's Board will review the actual distribution of membership, and may recommend a shifting of regional

boundaries without requiring a partition or an election. If the Board elects to partition one of the regions, the considerations in §ii will obtain.

- ii. No more than one region can be partitioned per year, with the creation of a new Regional Director.

Partitioning during a non-election year for the existing Director has the advantage that only one new director is added (for the new region) and that new Director is elected in an alternate year. However, partitioning a region in a year when two new regions and Directors are elected is an option at the Board's disposal, provided the distribution of elected Regional Directors doesn't become too lopsided.

At the time of partition, the Board can undertake some redistribution of regional boundaries for regions affected by the partition. Members of affected regions must approve these changes by a ballot designed by the Board to provide multiple options all of which conform to these Bylaws, with the plurality of cast ballots determining the actual redistribution. This ballot should also consider the region to be represented by the current regional Board member whose region is being partitioned.

The selection of the new Regional Director should be included at the next general election.

Section 4- Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board; except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Section 5- Surety Bond.

Any officer, director or Club member handling Club funds shall, if required by the Board of Directors, furnish surety bond, with approved sureties, in such amount as may be determined by the Board of Directors. The expense shall be born by the Club.

Section 6- Founder's Board.

The Founding Board of Directors is:

President: Dr. John A. Simmons
 26701 SE 5th Street
 Camas, Washington 98607
 360-833-9893
 greendog@adelshaus.com

Vice-President: Mark Wicks
 18921 SE 25th St
 Vancouver, WA 98683
 503-901-0966
 mwicks@pwnl.net

Secretary: Teresa Hickam
 112 Twilight Drive
 Waco, TX 76705
 254-412-0433
 Ladyaseret@hotmail.com

Treasurer: Rob Wing
130 NW High St
Goldendale, WA 98620
509-773-4674
winger@gorge.net

Regional Director-
Eastern Region: Monica Steinhage-Abbs
249 Cresswell Road
Manilla, ONT K0M 2J0
Canada
705-357-1464
ash.cod@sympatico.ca

Regional Director-
Midwest Region: Ray DeJong
907 Par Lane
Dell Rapids, SD 57022
605-428-3722
Ray.DeJong@siouxvalleyenergy.com

Regional Director-
Northwest Region: Dave March
251 E. Avalon St.
208-922-5328
initialpoint@msn.com

Regional Director-
Southern Region: Keith Hickam
112 Twilight Drive
Waco, TX 76705
254-733-1914
bootleatherllew@hotmail.com

An election will be held within six months after the number of members in good standing exceeds 100 with at least 20 members in each of the four regions.

ARTICLE IV – Club Year, Voting, Nominations & Elections

Section 1- The Club Year.

The Club's fiscal year shall be the same as the calendar year and begin on January 1, continuing through December 31.

Club Year. The Club's official year shall begin on the 25th day of July and end on the 24th day of July in the following calendar year. The elected officers and directors shall take office on the first day of Club's official year following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the beginning of the Club's official year.

Section 2- Voting.

At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the election of Officers and Directors and amendments to the Constitution, changes to the Bylaws, the Standard for the Breed or the dues which shall be decided by written ballot cast by mail from all members in good standing. Amendments to the Constitution, changes to the Bylaws or the Standard for the Breed are discussed in Article VII. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3- Elections.

The election of Officers and Directors as well as amendments to the Constitution, Bylaws and the Standard for the Breed shall be conducted by secret ballot. Ballots to be valid must be postmarked by June 25. Ballots shall be counted by three (3) inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot. However, the Board, at its discretion, may designate an independent professional firm to send, receive and count the ballots apart from the Annual Meeting.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tie vote, the members present at the meeting shall by vote decide between those tied. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

Section 4- Nominations and Ballots.

No person may be a candidate in a club election who has not been nominated in accordance with these Bylaws. A Nominating Committee for the following year's election shall be chosen by the Board of Directors at the annual meeting. The Committee shall consist of three members from different areas of the USA and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so.
- (b) The Committee shall then submit its slate of candidates to the Secretary who shall solicit an optional résumé from the candidates, mail the list, including the full name of each candidate, the optional résumé and the name of the State in which he resides to each member of the Club on or before February 1 prior to the election so that additional nominations may be made by the membership if they so desire.
- (c) Additional nominations of eligible members may be made by written petition signed by 5 members in good standing, addressed to the Secretary, postmarked no later than March 15 and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate together with an optional résumé. No person shall be a candidate for more than one position.
- (d) If no valid additional nominations are postmarked on or before March 15, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (e) If one or more valid additional nominations postmarked on or before March 15 are received by the Secretary, the Secretary (or an independent professional firm designated by the Board) shall, on or before March 25th mail to each eligible member in good standing whose dues are paid for the current year, a ballot listing all of the nominees for each position in alphabetical order, together with an optional résumé with the states in which they reside, together with a blank envelope and a return

envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm) and post marked no later than June 25. The inspectors of election (or designated professional firm) shall check the returns against the list of members eligible to vote whose dues are paid for the current year--prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced by mail or email before the end of the Club Year.

(f) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V – Committees

Section 1- Appointment.

The Board may each year appoint standing committees to advance the work of the Club or special committees for particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2- Termination.

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

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.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$20.00 which shall be forfeited if such charges are not sustained by the Board or a Committee 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 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 club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the dependent may personally appear in his own defense and bring witnesses if he wishes.

(a) Should the Board choose to establish a committee to specifically deal with member's complaints or charges related to the Code of Ethics or the Constitution, that committee shall consist of the Regional Members and the Vice President (Chairman). Further delegation of these matters will require a modification to these Bylaws to establish an Ethics Committee composed of elected regional members with a Club-wide Chairman; such a Committee will then report its findings to the Board.

Section 3- Board 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 complainant and defendant, the Board or Committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing or until the next Annual Meeting if that will occur after six months. And, if it deems that punishment insufficient it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club 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 notify each of the parties of the decision and penalty if any.

Section 4- Expulsion.

Expulsion of a member from 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 of this Article. The defendant shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak in their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. 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 shall stand.

ARTICLE VII – Amendments

Section 1- Proposing Amendments.

Amendments to the Constitution, changes to the Bylaws and to the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 months of the date when the petition was received by the Secretary. No amendments to the Constitution, Bylaws, Breed Standards or Code of Ethics shall be considered until the total number of members in good standing shall exceed 160 and there shall be at least 36 members resident each of the geographic regions so that there is an adequate number of active members to provide a diversity of viewpoints and to prevent the originating purpose of the club from becoming seriously compromised.

Section 2- Voting on Proposed Amendments.

The Constitution and Bylaws or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV Section 4 (d) shall be followed in handling such ballots to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. A valid response of at least 1/3 of the members in good standing, and a favorable secret vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3- American Kennel Club Approval.

No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII – Dissolution

Section 1.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization 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 payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX – Order of Business

Section 1- Annual Meeting.

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:

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2- Board Meetings.

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New Business
- Adjournment

ARTICLE X – Parliamentary Authority

Section 1.

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

