

MIAMI VALLEY DOBERMAN PINSCHER CLUB

CONSTITUTION

SECTION 1. The name of the Club shall be Miami Valley Doberman Pinscher Club.

SECTION 2. The objects of the Club shall be:

- (a). To promote the public's knowledge and appreciation of dogs in general and Doberman Pinschers in particular;
- (b). To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of Doberman Pinschers;
- (c). To support and promote study and research on the history, character, breeding, genetics and particular health problems of the Doberman Pinscher;
- (d). To further understanding of the disease, defects, injuries and other ailments that afflict dogs in general and the Doberman Pinscher in particular;
- (e). To acknowledge and advance the critical role of an AKC recognized chapter club in providing education, health research and support of rescue and reduction of overpopulation for the benefit of the general public, purebred dogs and Doberman Pinschers in particular;
- (f). To conduct activities including sporting events, sanctioned matches, specialty shows, obedience and tracking trials, Working Aptitude Tests, and other such activities and events as may be held under the rules of the American Kennel Club and the Doberman Pinscher Club of America, in furtherance of the above purposes;
- (g). To otherwise preserve and protect the Doberman Pinscher and to do all things possible to bring its natural qualities to perfect;
- (h). To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Doberman Pinscher shall be judged.

SECTION 3. The club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAWS

Article 1

Membership

SECTION 1. Eligibility. There shall be two types of membership, open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

(a). Associate Membership: entitles members to all club privileges except voting and holding office. Dues will be at a reduced rate less than regular members. Associate members are not counted in determining a quorum. An "Associate Membership Application" shall be filed with the Secretary, but need not require sponsors or approval process applicable to prospective regular members. Regular membership may be sought in accordance with the provisions outlined in the bylaws;

(b). Regular Membership: is outlined in subsequent sections below.

(c). Honorary Membership: is persons who in the opinion of the Board of Directors are worthy of recognition may be conferred the title of Honorary Member. Honorary members shall not pay dues, may not vote or hold office.

SECTION 2. Dues. Membership dues shall be set from time to time by the Board of Directors with the consent of the membership and entered into the minutes of the Club. Dues shall be payable before the first day of October of each year. No member may vote whose dues are not paid for the current year. During the month of August, the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3. Election to regular 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 these constitution and bylaws and the rules of the American Kennel Club. The applicant shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year.

Prior to application, a prospective member must attend at least one regular meeting, all applications are to be filed with the Secretary; each application is to be read and may be voted upon at the first meeting of the Club following its receipt. The application will be voted upon by secret ballot. Affirmative votes of $\frac{3}{4}$ of the members present and voting at that meeting shall be required to eject the applicant.

Applicants for membership who have been rejected by the Club may not reapply within twelve 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 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 fiscal year.

(b). Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 90 days after

the first day of each fiscal year; however, the Board may grant an additional 90 days 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 VI of these constitution and bylaws.

SECTION 5. Reinstatement of Membership, in the event that a membership has been terminated by resignation or lapsing (as provided in subsections (l) or (b) of Section 4), such membership may be reinstated by action by action of the Board of Directors. Applications for reinstatement shall be submitted to the Board and acted upon thereby in the same manner as provided in Section 3 for new membership applications; provided that an application for reinstatement need not be endorsed by two members.

ARTICLE II

Meetings

SECTION 1. Club Meetings. Meetings of the Club shall be held in the Greater Cincinnati area once a month from September through May at such date, hour, and place as designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. The quorum for such a meeting shall be 25% of the membership.

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 Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the Greater Cincinnati area and at such date, hour, and place as may be designated by the person or person authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting; and said notice shall state the purpose of the meeting and no other Club business may be transacted there at. The quorum for such a meeting shall be 25% of the membership.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in the Greater Cincinnati area each month from January through November, at such date, hour, and place as may be designated by the Board Directors. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board members.

SECTION 4. Special Board Meetings. Special meeting of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least a majority of the Board. Such special meetings shall be held in the Greater Cincinnati area at such date, hour, and place as may be designated by the person authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting, or a telegraphic notice shall be filed at least three days and not more than five days prior to the date of the meeting. Any such notice shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board members.

SECTION 5. The Board of Directors may conduct its business by mail, facsimile transmission, and electronic process or by telephone conference call by the President. The Recording Secretary shall attest to the results of balloting by conference call. In the event that the Recording Secretary is unavailable, the President shall appoint an acting secretary for the conference call.

As a condition precedent to the conduct of business through electronic process, the Board shall adopt procedures, which shall be set forth in an Administrative Procedures Manual, to ensure the following with respect to the conduct of such business:

- (a) That every Board member shall be enabled to participate in the electronic conduct of such business;
- (b) The verification of the identity of the participants in such electronic conduct of such business to determine that the participant is a Board member eligible to participate in the electronic conduct of such business;
- (c) The verification that the Board members eligible to participate in the electronic conduct of such business are receiving all data and information that is disseminated through the electronic process;
- (d) That all Board members have agreed to the conduct of such business through electronic process.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, DPCA delegate and two other persons, all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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 the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these constitution and 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 injury;
- (c). The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. They shall have charge of all correspondence, notify members of meeting, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such duties as are prescribed in these constitution and bylaws;
- (d). The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt therefore. They shall deposit the same in a bank satisfactory to the Board, in the name of the Club. Their books shall at times be open to inspection of the Board and they shall report to them at every meeting the condition of the Club's finances and every item, receipt, or payment not before reported; and at the annual meeting they shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount, as the Board of Directors shall determine. The financial records shall be audited

annually in the month of September, with the report to be given at the annual meeting.

(e). The DPCA Delegate shall be an active member of the DPCA and serve on the Executive Committee of the DPCA for the ensuing year. The DPCA Delegate shall serve on the Board of Directors and have one vote thereon. The Delegate, or an appointed alternate, shall attend the annual meeting of the DPCA Delegates, whenever possible, and shall represent the Club in such votes as may come before that group. The Delegate shall be elected for a one year term and there shall be no limit on the number of consecutive terms he/she may serve if elected by the membership. The Delegate shall hold no other position as an Officer of the Club.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board meeting called for that purpose; except that a vacancy in the office of President shall be automatically filled by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Voting, Nominations, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the first day of October and end on the 30th day of September.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of September at which officers and directors for the ensuing year shall be elected by secret, written ballots from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.

SECTION 3. Absentee Voting. Members may vote by absentee ballot at the Club's annual election of directors and officers. Absentee voting at Board meetings shall not be allowed.

SECTION 4. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 5. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a nominating committee consisting of five members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a chairperson for the committee and it shall be their duty to call a committee meeting which shall be held within two weeks after the committee is notified of its selection.

- (a). The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board. They shall report their nominations in writing to the Secretary within seven days following the Committee meeting. A delegate and alternate to the Doberman Pinscher Club of America shall also be nominated;
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall forthwith notify each member in writing of the candidates so nominated;
- (c). Any person so nominated who refuses to be a candidate for the position to which they have been nominated shall notify the Secretary in writing within ten days;
- (d). Immediately after the expiration of the period in which nominees may so decline the nomination, the Secretary shall mail to each member a notice of all such declinations which have been received by them;
- (e). Additional nominations may be made before September 10th by written petition to the Secretary signed by five members and endorsed by each such additional nominee signifying their willingness to be a candidate. No person may be a candidate for more than one office, and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee or who declined such nomination as above provided. However, no person who has declined the Committee's nomination may be nominated by petition for the same position;
- (f). On September 10th or no later than September 15th, the Secretary shall notify each member in writing of all such additional nominations; and
- (g). Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section 5, Article IV.

ARTICLE V COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well 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. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees; and the Board may appoint successors to those persons whose services have 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 interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00,

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. 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. Of the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one 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 their own defense and bring witnesses if they wish.

SECTION 3. Board or Committee hearing. The Board or Committee shall have complete authority to decide whether council 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 suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, 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 their fellow members at the ensuing Club meeting which considers the Board or Committee's recommendation. 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 Board or Committee's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board or Committee hearing and upon the Board or Committee'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 within sixty days but not earlier than thirty days after the date of the Board or Committee's recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges of the Board or Committee's findings and invite the defendant, if present, to speak in their own behalf if they wish. The meeting shall then vote by secret ballot on the proposed expulsion; a 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board or Committee's suspension shall stand.

ARTICLE VII

AMENDMENTS

SECTION I. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall promptly be 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.

SECTION 2. Amendments. The constitution and bylaws may be amended by a majority vote of the members present and voting at any regular or special meeting called for the purpose; but the proposed amendments must be embodied in the call for any such meeting and mailed to each member at least two weeks prior to the date of such meeting. Such revisions shall not become effective until approved by the DPCA Constitution Review Committee and/or the Officers and Directors of the Doberman Pinscher Club of America.

ARTICLE VIII
DISSOLUTION

SECTION 1. Dissolution. 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 by operation of the 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 nor any member of said members families. After payment of any debts of the Club its property and assets shall;

SECTION 2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
ORDER OF BUSINESS

SECTION 1. At a meeting of the Club, the order of business shall be conducted under the Roberts Rules of Order (latest edition). So far as the character and nature of the meeting may permit under Roberts Rules of Order it shall be conducted as follows:

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

SECTION 2. At a meeting of the Board, the order of business shall be conducted under the Roberts Rules of Order (latest edition). So far as the character and nature of the meeting may permit under Roberts Rules of Order it shall be conducted as follows:

Minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment

ARTICLE X

A delegate to represent the Miami Valley Doberman Pinscher Club for all business pertinent to the Doberman Pinscher Club of America and an alternate delegate shall be elected at the annual meeting according to the election procedure specified in Article IV.

ARTICLE XI

SECTION 1. The members of this club are also subject to and regulated by the provisions of the Constitution and Bylaws of the Doberman Pinscher Club of America, anything to the contrary in this Constitution and By-laws notwithstanding. Roberts Rules of Order (latest edition) shall govern the club in all cases in which they are applicable and in which they are not in conflict with other Articles of these Constitution and By-laws.