



2011
CONSTITUTION & BY-LAWS

APPROVED

August 2011

CONSTITUTION OF THE GERMAN SHORTHAIRED POINTER CLUB OF AMERICA, INC.

ARTICLE I - NAME AND OBJECTS

SECTION 1

The name of the Club shall be The German Shorthaired Pointer Club of America, Inc.

SECTION 2

The objects of the Club shall be:

- (a) To encourage and promote the breeding of pure-bred German Shorthaired Pointers and to do all possible to bring their natural qualities to perfection;
- (b) To encourage the organization of independent local German Shorthaired Pointer Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) To urge members and breeders to accept the Breed Conformation Standard of the breed as approved by the American Kennel Club as the only standard of excellence by which German Shorthaired Pointers shall be judged;
- (d) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, field trials, hunting test, and obedience trials;
- (e) To conduct sanctioned matches and specialty shows, field trials, hunting test, and obedience trials, agility trials and any future AKC recognized licensed event under the rules of The American Kennel Club.

SECTION 3

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

The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objects.

BY-LAWS OF THE GERMAN SHORTHAIRED POINTER CLUB OF AMERICA, INC.

ARTICLE I - OFFICES

SECTION 1

The principal office of the Club in the State of Missouri shall be located in the county of Jackson. The Club may have such other offices within the State of Missouri as the Board of Directors may determine or as the Officers of the Club may require from time to time.

SECTION 2 - Registered Office

The Club shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-for-Profit Corporation Law of the State of Missouri. The registered office may be, but need not be, identical with the principal office in the state of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – MEMBERSHIP

SECTION 1 - Eligibility

There shall be seven (7) types of memberships: Individual, Household, Junior, Honorary, Honorary Life, Local Club, and Merit Memberships.

- (a) Individual memberships shall be open to all persons 18 years of age and older who are in good standing with The American Kennel Club, and who subscribe to the purposes of this Club.
- (b) Household memberships shall be open to any two individuals, 18 years of age or older who are in good standing with The American Kennel Club, who subscribe to the purpose of this Club, and who reside in the same household.
- (c) Junior memberships shall be open to any individual who has not attained the age of eighteen (18) and is in good standing
- (d) The Board of Directors may by a majority vote create an Honorary Membership for certain individuals who, although not involved in the breed, have made substantial contributions to the betterment of the German Shorthaired Pointer. Such Honorary Life Members shall be presented with a plaque suitably engraved.
- (e) The Board of Directors may by a majority vote create an Honorary Life Membership for certain individuals from among the membership of the GSPCA who have made substantial contributions to the betterment of the German Shorthaired Pointer. Such Honorary Life Members shall not pay dues, but shall have voting privileges and all other privileges accorded to dues paying members. Honorary Life Members shall be presented with a plaque suitably engraved.
- (f) Local Club membership shall be open to local German Shorthaired Pointer Specialty Clubs that are eligible to hold licensed/sanctioned American Kennel Club events.

(g) Merit memberships shall be automatic to individuals who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club, and who have held membership in the GSPCA for at least twenty (20) consecutive years. Merit memberships are offered a reduction of dues as set by the GSPCA Board of Directors according to Article II, Section 2 of the Constitution and By-Laws. Merit members shall receive a letter of appreciation signed by the GSPCA Membership Chairman

SECTION 2 - Dues

(a) Dues for each applicable membership category shall be set by the Board of Directors. Members outside the United States shall pay an additional amount in dues to supplement the excess cost of postage. Dues are payable on or before the first day of January each year. Effective January 1, 2012, a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after January 1 of each year.

(b) Local Club membership dues shall be set by the Board of Directors, payable on or before the first day of January. All dues changes shall be determined by a majority vote of the Board of Directors at least thirty (30) days prior to November 1. Local Club membership dues must be paid for the year in which an event is to be held prior to approval to hold the event is granted.

(c) No member may vote whose dues are not paid for the current year.

(d) During the month of November, the Membership Chairman shall publish a renewal notice for the ensuing year in the official Club Publication or as directed by the Board of Directors.

SECTION 3 - Election to Membership

(a) Each applicant for membership shall apply on a form as approved by the Board of Directors, which form shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Club and the rules of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) The application for membership shall state the name, address and occupation of the applicant(s).

(c) The application for Local Club membership shall be signed by the President and Secretary of the Local Club, and shall be accompanied by lists giving the full names and addresses of the Local Club's Officers and Members, the Local Club's By-laws, and a listing with dates and locations, of the AKC Events held by the Local Club during the preceding year.

(d) Applicants shall be elected at any meeting of the Board of Directors or by written vote of the Directors by mail or conference call. Favorable votes of two-thirds (2/3's) of the Directors present at a meeting of the Board, provided there is a quorum, or two-thirds (2/3's) of the entire Board voting by mail or conference call shall be required to elect (an) applicant(s). The Board may decline to elect any applicant(s) to membership.

(e) In the event the applicant(s) receive an unfavorable vote by the Board, membership dues and any other membership dependent fees shall be promptly returned with an explanation that the applicant did not receive the constitutionally mandated affirmative vote of the Board of Directors.

(f) Applications for memberships which have received an unfavorable vote by the Board may be presented for reconsideration by a Local Club officer or Local Club member appointed for that purpose by such Local Club at the next Annual meeting of the Club. The Club may elect such applicant(s) by favorable vote of ninety percent (90%) of the members present, subject to the receipt of membership dues.

Applicants for membership who have been rejected by the Club at the Annual Meeting may not reapply within six (6) months after such rejection.

ARTICLE III - MEETINGS

SECTION 1 - Annual Meeting

The Annual Meeting of the Club shall be held in conjunction with the National Specialty Show, if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be provided in the official Club Publication in the issue prior to the date of the meeting and on the GSPCA website at least thirty (30) days prior to the date of the Annual Meeting.

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 or email, or by the Recording Secretary upon receipt of a petition signed by ten per cent (10%) of the Club members who are in good standing. Such meetings shall be held at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be provided on the website or mailed by the Corresponding Secretary as directed by the Board of Directors at least thirty (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.

SECTION 3 - Quorum for Annual Meeting, or Special Meeting

The quorum for the Annual Meeting or for a Special Meeting of the Club shall be twenty-five percent (25%) of the members in good standing. If less than twenty-five percent (25%) of the members in good standing are present at any meeting, proposals may be discussed and voted upon, but any proposal approved by vote at the meeting must be submitted to the entire membership for vote by mail, and shall not be considered to be adopted unless approved by a majority of the members whose mail ballots are returned to the Recording Secretary by a specified date which shall not be less than thirty (30) days after the date of mailing.

SECTION 4 - Board Meetings

The first meeting of the Board of Directors shall be held following the Annual Meeting and Election. Other meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Notice of each such other meeting shall be mailed or emailed by the Corresponding Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. If a quorum is not present, all questions discussed at the meeting shall be submitted to all members of the Board for vote by mail or email, and a favorable vote of a majority of the Board shall be required for adoption.

SECTION 5

The Board of Directors may conduct its business by regular mail, conference phone call, email or FAX provided it does not conflict with any other provision of these bylaws through the Recording Secretary. There must be written minutes approved by the Board of Directors.

ARTICLE IV - DIRECTORS AND OFFICERS

SECTION 1 - Directors and Officers

The Board shall be comprised of the Officers: President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer; and Directors; Seven (7) other persons, all of who shall be individual members in good standing, who are residents of the United States. The results of the election for Officers and Directors held pursuant Article V shall be declared at the Club's Annual Meeting regardless of the existence of a quorum. Each Director shall be elected for a two (2) year term, with one (1) Director representing each Section. Directors from the North Eastern, North Central and South Western Sections shall be elected in the odd years and Directors from the South Eastern, South Central, East Central and North Western Sections in the even years. All Directors so elected shall serve until their successors are qualified.

In 2012, the Recording Secretary shall be elected for a term of two (2) years; the Corresponding Secretary shall be elected for a term of one (1) year. Beginning in 2013, and following each year thereafter, Officers shall be elected for two (2) year terms, with the President, Corresponding Secretary and Treasurer being elected in the odd years, and the Vice President and Recording Secretary being elected in the even years, such that there will always be at least two (2) continuing Officers on the Board of Directors. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2 - Sectional Representation

Except when a vacancy exists, the membership of the Board of Directors (except President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer) shall at all times include one (1) person who is a resident of each of the seven (7) Sections described below:

- (a) North Eastern Section - consisting of Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.
- (b) South Eastern Section - consisting of Alabama, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, West Virginia, and the District of Columbia.
- (c) East Central Section - consisting of Ohio, Indiana, Michigan, Kentucky, and Tennessee. The first election for the East Central Director will be in 2008.
- (d) North Central Section - consisting of Iowa, Illinois, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin.
- (e) South Central Section - consisting of Arkansas, Kansas, Louisiana, Mississippi, Missouri, Oklahoma, and Texas.
- (f) North Western Section - consisting of Alaska, Idaho, Montana, Oregon, Washington, Wyoming and that portion of California with postal zip codes of 93600 and above.
- (g) South Western Section - consisting of Arizona, Colorado, Hawaii, Nevada, New Mexico, Utah and that portion of California with postal zip codes of 93599 and below.

No more than two (2) elected Officers consisting of President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall reside in any one (1) section as above described.

SECTION 3 - 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 and its meetings. Officers shall carry out such duties as are prescribed by the Constitution and By-Laws and as directed by the Board of Directors.

- (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 the Constitution and By-Laws.
- (b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity.
- (c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board, and of all votes taken by mail and/or email, and of all matters of which a record shall be ordered by the Club. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, and notify Officers and Directors of their election to office. The Corresponding Secretary shall keep a roll of the members of the Club with their addresses.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and at the Annual meeting he shall render accounting of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 4 - American Kennel Club Delegate

Commencing in 2004 and annually thereafter, the Board of Directors shall appoint a representative from the membership of the Club to serve as a delegate to the American Kennel Club. The American Kennel Club Delegate shall represent the interests of the club as expressed by the Board and the membership of the Club.

SECTION 5 - Vacancies

Any vacancies occurring on the Board or among the offices or in the American Kennel Club Delegate position shall be filled by a majority vote of all the then members of the Board, except that a vacancy in the office of President shall be filled automatically by the Vice-President, and resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE V - THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION 1 - Club Year

The Club's fiscal year shall begin on the 1st day of January and end on the 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. The elected Officers and Directors shall take office immediately upon the 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 (30) days after the election.

SECTION 2 - Voting

Each Individual, Household, Foreign, Honorary Life and Merit member and each Local Club member in good standing whose dues are paid for the current fiscal year shall be entitled to one (1) vote at any meeting at which such Individual member or a duly accredited representative of a Local Club member is present or one (1) vote on any written ballot cast by mail. Voting by proxy shall not be permitted. The Recording Secretary shall be notified in writing over the signature of the Secretary of the Local Club Member, of the name of the representative authorized to exercise the Local Club Member's vote, and of any alternative representative.

Voting for election of Officers and Directors and on amendments to the Constitution and By-Laws and the Breed Conformation Standard for the breed, shall be conducted only by written ballot cast by mail. Voting for Directors shall only be done by those members who are residents of the region that Director will represent. The Board of Directors may at any time decide to submit other specific questions for decision of the members by written ballot cast by mail. Pursuant to Article III, Section 3, all matters approved at any Annual or Special Meeting at which no quorum was present, shall also be submitted for vote according to this Article V. The Board of Directors may designate that the Recording Secretary, a committee appointed by the Board, or an independent professional agency tally such ballots.

SECTION 3 - Election Procedures

At the Annual Meeting the results of the election of Officers and Directors shall be presented. The vote shall be conducted by ballot. Ballots to be valid must be received by the Recording Secretary or by such professional agency designated by the Board, as provided in the foregoing section, at the address shown on the return envelope five (5) days prior to the date of the Annual Meeting. If a professional agency is not designated, the Board shall appoint a committee comprised of no less than three (3) members of the Club to serve as Inspectors of Election, who shall, on or before the day of the Annual Meeting, count the ballots. The Inspectors of Election must be members in good standing, who are neither members of the current Board nor candidates for election. The candidates receiving the largest number of votes for each position shall be declared elected. Because of the sectional representation provisions regarding Club Officers, in no event shall more than two (2) Club Officers reside in any one (1) section. In the event that there shall be additional nominations for Club Officers, the votes for President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall be counted first in that order. When two (2) nominees have been elected from any one (1) section as Club Officers, no further candidates shall be eligible who reside in such section, for the remaining Club Officers to be elected. If any nominee, at the time of the meeting, is unable or ineligible 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 IV.

SECTION 4 - Nominations and Ballots.

No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors before September 1st. The committee shall consist of five (5) members, one (1) member from each of the Sections that is to elect a Director and one (1) at-large member for election in even numbered years and two (2) at-large members in elections in odd numbered years, and five (5) alternates, all individual members in good standing, no more than one (1) of whom may be a member of the current Board of Directors. The Board shall name a Chairman for the committee. The Nominating Committee may conduct its business by regular mail, conference phone call, email or FAX.

(a) The Nominating Committee shall nominate from among the individual members of the Club in good standing who meet the residence requirements of ARTICLE IV, SECTION 2; one (1) or two (2) candidates for each office and for each other position on the Board of Directors. Each nomination shall be affirmed in writing by a majority of the Nominating Committee. The Nominating Committee shall procure the acceptance of each nominee chosen. The Committee shall then submit its slate of candidates to the Recording Secretary on or before November 1st. The Corresponding Secretary shall mail the list of candidates to each member of the Club on or before February 1st, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible individual members may be made by written petition addressed to the Recording Secretary and received at his/her regular address on or before March 1st, signed by five (5) members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those individual members who have not accepted a nomination of the Nominating Committee.

(c) If no valid additional nominations are received by the Recording Secretary on or before March 1st, and the Nominating Committee's slate presents not more than one (1) candidate for each office and for each other position on the Board of Directors, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting shall be required.

(d) If one (1) or more valid additional nominations are received by the Recording Secretary on or before March 1st, the Corresponding Secretary shall mail a ballot to each member in good standing, on or before March 21st. The ballot shall list, in alphabetical order, the candidates for each office, President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, specifying the section of the country in which each candidate resides; followed by listings by sections of the country of all of the eligible candidates for Directors, listing the candidates in alphabetical order for each section. The Corresponding Secretary shall also forward to each member in good standing, a blank envelope and return envelope addressed to the Corresponding Secretary, marked "Ballot" and bearing the name of the member to whom it is sent so that the ballots may remain secret. Each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary or to the designated professional agency as provided in SECTION 2 of this Article. The Inspectors of Election or designated agency shall check the returns against the list

of members whose dues are paid for the current year, prior to the opening of the outer envelope and removing the blank envelope, and shall certify to the eligibility of the voters as well as the results of the voting, which shall be announced at the Annual Meeting.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE VI - COMMITTEES

SECTION 1

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, 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 appointee; or automatically in the event the appointee shall cease to be a member in good standing. In either event, the Board may appoint successors to those persons whose services have been terminated.

SECTION 3

Standing committees shall serve at the discretion of the Board of Directors and for such term as the Board shall specify.

SECTION 4

The German Shorthaired Pointer Club of America, Inc. shall sponsor and hold the National All-Age Championship, the National Open Gun Dog Championship, the National Amateur Championship, which shall be judged according to the AKC gun dog standard, and the National Futurity for German Shorthaired Pointers. The guidance of the National Field Trial Championships shall be governed by the National Field Trial Executive Committee subject to approval of the Board of Directors of the GSPCA. The National Field Trial Executive Committee shall be composed of the Recording Secretary and Treasurer of the GSPCA and one (1) member from each geographical section as defined in the Constitution and By-Laws of the GSPCA. With the exception of the Recording Secretary and Treasurer, whose positions are automatic, the other members of the Executive Committee shall be elected by majority vote from among the Delegates attending the Annual National Field Trial Meeting. The National Field Trial Delegates meeting shall be held at the place of and in conjunction with the running of one of the National Field Trial Championships as determined by the Executive Committee. Each Local Club member of the GSPCA shall be entitled to be represented by one (1) member in good standing with both the Local Club Member and the GSPCA at the National Field Trial Delegates meeting provided the Delegate's credentials are received by the Recording Secretary by the prescribed deadline. Following the annual Delegates meeting and election of the Executive Committee, the Committee shall hold an organizational meeting and elect a Chairman from among its membership. The Chairman shall preside at all Committee meetings and shall have the usual functions and duties of a presiding office.

SECTION 5

The German Shorthaired Pointer Club of America, Inc. shall also sponsor and hold a National Amateur Gun Dog Championship. The National Amateur Gun Dog Championship shall not permit horseback handling. The Championship may be held annually at a time and place approved by the GSPCA Board of Directors. To the extent possible, the National Amateur Gun Dog Championship shall rotate among the eastern, central and western sections of the country. The guidance of the National Amateur Gun Dog Championship shall be governed by the National Amateur Gun Dog Championship Executive Committee subject to the approval of the GSPCA Board of Directors. The National Amateur Gun Dog Championship Executive Committee shall be composed of the Recording Secretary and Treasurer of the GSPCA and one (1) member from each geographical section as defined in the Constitution and By-Laws of the GSPCA. The initial National Amateur Gun Dog Championship Executive Committee shall be appointed by the Board of Directors of the GSPCA. Thereafter and with the exception of the Recording Secretary and Treasurer, whose positions shall be automatic, the other members of the Executive Committee shall be elected by a majority vote of the delegates at The National Amateur Gun Dog Championship Delegates Meeting which shall be held annually at the place of and in conjunction with the running of the Championship. Each Local Club member of the GSPCA shall be entitled to be represented by one (1) member in good standing with the Local Club and the GSPCA at the Annual Delegates meeting provided the Delegate's credential are received by the Recording Secretary by the prescribed deadline. Following the annual Delegates meeting and election of the Executive Committee, the Executive Committee shall hold an organizational meeting and elect a Chairman from its membership. The Chairman shall preside at all Committee meetings and shall have the usual functions and duties of a presiding officer. In the event that a vacancy shall occur on the Executive Committee or in the office of the Chairman, the Board of Directors may appoint a Delegate from the geographical section for which the vacancy exists.

SECTION 6

The German Shorthaired Pointer Club of America, Inc. shall sponsor and hold the National Specialty Show, the National Futurity, the National Sweepstakes and, at the option of the Host Club, a National Obedience Trial and other events for German Shorthaired Pointers as approved by the Executive Committee and the Board of Directors. The guidance of the National Specialty Show shall be governed by the National Specialty Show Executive Committee subject to approval of the Board of Directors of the GSPCA. The National Specialty Show Executive Committee shall be composed of the Recording Secretary and the Treasurer of the GSPCA and one (1) member from each geographical section as defined in the Constitution and By-Laws of the GSPCA. With the exception of the Recording Secretary and Treasurer, whose positions are automatic, the other members of the Executive Committee shall be elected by majority vote from among the Delegates attending the annual National Specialty Show meeting. The National Specialty Show Delegates meeting shall be held at the place of and in conjunction with the running of the National Specialty Show as determined by the Executive Committee. Each Local Club member of the GSPCA shall be entitled to be represented by one (1) member in good standing with both the Local Club member and the GSPCA at the annual National Specialty Show Delegates meeting provided the Delegate's credentials are received by the Recording Secretary by the prescribed deadline. Following the Annual Delegates meeting and election of the Executive Committee, the Committee shall hold an organizational meeting and elect a Chairman from among its membership. The Chairman shall preside at all committee

meetings and shall have the usual functions and duties of presiding officer.

ARTICLE VII - 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 Recording 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. The Corresponding 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 the hearing by the Board or a committee of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding 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 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 (6) months from the date of the hearing, or until the next Annual meeting if that will occur after six (6) 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 his 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 Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4 - Expulsion

Except as provided herein, expulsion of a member from the Club may be accomplished only at the Annual meeting of the Club following a hearing 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 own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3's) vote of those present at the Annual meeting, provided a quorum is present, shall be necessary for expulsion. If no quorum is present, then the issue of expulsion shall be presented to the membership by written ballot pursuant to the procedures contained in Article V, Section 4 (d) of these By-laws and a two-thirds (2/3) vote of those members casting ballots shall be necessary for expulsion. If expulsion is not so voted, any pending suspension pursuant to Article VII, Section 1 shall still stand.

ARTICLE VIII - AMENDMENTS

SECTION 1

Amendment to the Constitution and to the By-Laws and amendments to the Breed Conformation Standard and changes in the Field Championship or Amateur Field Championship requirements may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by ten percent (10%) of the membership in good standing. Amendments or changes 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 Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2

The Constitution and By-Laws, the Breed Conformation Standard and the Field Championship or Amateur Field Championship requirements may be amended or changed at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the mailing by which date the ballots must be returned to the Recording Secretary, or to the professional agency designated by the Board as provided in Article V, Section 2 of these By-Laws, to be counted. The favorable vote of two-thirds (2/3's) of the members in good standing, whose valid ballots are returned within the time limit, shall be required to effect any such amendment and a favorable vote of a majority of the members in good standing, whose valid ballots are returned within the time limit, shall be required to effect any such change in the Field Championship or Amateur Field Championship requirements.

SECTION 3

No amendment to the Constitution or to the By-Laws, or to the Breed Conformation Standard, or any change to the Field Championship or Amateur Field Championship requirements, 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 IX - DISSOLUTION

SECTION 1

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3's) 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 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 X - ORDER OF BUSINESS

SECTION 1

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 Last Meeting
- Report of Board
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2

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 Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Election of New Members
- Adjournment

ARTICLES XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1

Each Director or Officer, or former Director or Officer, of the Club and his legal representatives, shall be indemnified by the Club against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made party by reason of his being, or having been, such Director or Officer, provided, that in no case shall the Club indemnify such Director or Officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such Director or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (*including expenses, counsel fees and costs reasonably incurred in connection therewith*), provided the Board of Directors of the Club shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of negligence or misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon. In determining whether or not a Director or Officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel.