

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

## ARTICLE I - NAME AND OBJECTS

### SECTION 1 - Name

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

### SECTION 2 - Objects

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 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 all events held under the Rules and Regulations of the American Kennel Club;
- (e) To conduct sanctioned matches and licensed events, for which the Club is eligible, under the Rules and Regulations of the American Kennel Club.

### SECTION 3 - Operations

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 - Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution.

### SECTION 5 - Revisions

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.

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

## ARTICLE I – MEMBERSHIP

### SECTION 1 - Eligibility

There shall be seven (7) types of memberships open to persons who are in good standing with the American Kennel Club, Inc. and who subscribe to the purposes of this Club.

- (a) Individual Membership: open to all persons eighteen (18) years of age and older who will enjoy all the privileges of the Club, including the right to vote and hold office.
- (b) Household Membership: open to any two individuals, eighteen (18) years of age or older who reside in the same household. Each person will enjoy all privileges of the Club, including the right to vote and hold office.
- (c) Junior Membership: open to any individual who has not attained the age of eighteen (18). Junior Members cannot vote or hold office.
- (d) Honorary Membership: 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 GSPCA and/or betterment of the German Shorthaired Pointer. Honorary members pay no dues and are not eligible to vote but can maintain individual (or household) membership if they pay dues.
- (e) Honorary Life Membership: 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 GSPCA and/or the betterment of the German Shorthaired Pointer. Honorary Life Members shall not pay dues but shall enjoy all privileges of the club including the right to vote and hold office.
- (g) Local Club Membership: open to local German Shorthaired Pointer Specialty Clubs that are eligible to hold licensed/sanctioned American Kennel Club events. Each Club will have the right to vote.
- (f) Merit Membership: shall be automatic to Individual and Household who have held membership in the GSPCA for at least twenty (20) consecutive years. Merit memberships are offered a reduced rate of dues as set by the GSPCA Board of Directors. Each person will enjoy all privileges of the Club, including the right to vote and hold office.

## **SECTION 2 - Dues**

- (a) Membership dues shall be set by the Board of Directors. All dues' changes shall be determined by a majority vote of the Board of Directors at least thirty (30) days prior to November 1st. 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. 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 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 notify each member of the dues for the ensuing year and 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 GSPCA Code of Ethics, the Constitution and By-Laws of the GSPCA, The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship. Accompanying the application, the prospective member shall submit dues payment for the current year.
- (b) The application for membership shall state the name and address of the applicant(s).
- (c) The application for Local Club membership shall be signed by the President or 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 and the Local Club's By-laws.
- (d) Applicants may be elected by secret ballot at any meeting of the Board of Directors or by email. 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 when voting by email shall be required to elect (an) applicant(s). The Board may decline to elect any applicant(s) to membership.
- (e) Applicants requesting a change from Individual to Household Membership, or from a non-voting membership to a voting membership must be approved by the Board of Directors as outlined above.
- (f) 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.
- (g) Applicant(s) 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, provided there is a quorum, 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 twelve (12) months after such rejection.

## **Section 4 – Termination of Membership**

Membership may be terminated by:

- a) Resignation: Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the GSPCA and must be paid in full prior to resignation.
- b) Lapse: A membership will be considered lapsed and automatically terminated if member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members under extraordinary circumstances.
- c) Expulsion: A membership may be terminated by expulsion as provided in Article VII of these By-laws.
- d) Good Standing. Individual or local club membership can be terminated or suspended if they are not in good standing with the AKC. The AKC defines a member in good standing as an individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

## **ARTICLE II - MEETINGS**

### **SECTION 1 - Annual Meeting**

The Annual Meeting of the Club shall be held in the months of April, May or June in conjunction with the National Specialty Show, if possible, at a place, date and hour designated by the Board of Directors. The Annual Meeting may also be held via telephone conference call or via video conference or any other method permitted by the laws of the state in which the club is incorporated. Notice of the Annual Meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member at least thirty (30) days prior to the date of the Annual Meeting. The Quorum for the Annual Meeting shall be twenty-five percent (25%) of the members in good standing.

### **SECTION 2 - Special Club Meetings**

Special Club Meetings may be called by the President, 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, via telephone conference call or via video conference or any other method permitted by the laws of the state in which the club is incorporated. Notice of such meetings shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member at least thirty (30) days prior to the date of the meeting. 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 twenty five percent (25%) of the members in good standing. No business will be conducted without a quorum.

## ARTICLE III – BOARD MEETINGS

### SECTION 1 - Board Meetings

The first meeting of the Board of Directors shall be held following the Election. Other meetings of the Board of Directors shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or by a majority vote of the entire Board. Notice of each such other meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member of the Board at least ten (10) days prior to the date of the meeting. The quorum for a meeting of the Board of Directors shall be a majority of the Board. There must be written minutes approved by the Board of Directors.

### SECTION 2 - Board Business

The Board of Directors may conduct its business (including disciplinary hearings) by telephone conference call, video conference, email or any other method permitted by the laws of the state in which the club is incorporated. 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 whom shall be members in good standing who are residents of the United States. The results of the election for Officers and Directors held pursuant to Article V, shall be declared through the Corresponding Secretary by one or more of the following: at the Club's Annual Meeting regardless of the existence of a quorum, in the official Club Publication, on the GSPCA website, via email or as directed by the Board of Directors as soon as the election results have been certified.

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 seated.

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 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.

(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. This director will also serve as a liaison for members residing outside the United States.

(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.

### 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.

(d) 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 who are in good standing with their addresses.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit the same in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and the Treasurer shall report the condition of the Club's finances and every item or receipt or payment not before reported at each meeting of the Board of Directors. At

the Annual meeting the Treasurer shall render an 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**

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. Among other duties, the Delegate shall report to the Club all actions and matters discussed at AKC's Quarterly Delegate's Meetings. The delegate will serve for a term of two (2) years.

#### **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.

#### **SECTION 6 – Club Management**

General Management of the club's affairs is entrusted to the Board of Directors.

### **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 declaration of the election results and shall continue through the declaration of the next election results. The elected Officers and Directors shall take office immediately upon the declaration of the election results and each retiring Officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

#### **SECTION 2 - Voting**

Each Individual, Household, 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 member or a duly accredited representative of a Local Club is present or one (1) vote on any written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy. 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 Clubs 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, the GSPCA Code of Ethics or changes in the Field Championship or Amateur Field Championship requirements shall be conducted by written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy. 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.

#### **SECTION 3 - Election Procedures**

The vote shall be conducted by ballot. Ballots to be valid must be received by the Recording Secretary, by such professional agency designated by the Board, mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy by April 30<sup>th</sup>. 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 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. In the event of a tie between candidates a coin toss will be utilized to determine the winner. At the time of the election, if any nominee 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**

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 telephone conference call, video conference, email or any other method permitted by the laws of the state in which the club is incorporated.

(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) candidate 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 or email 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 delivered by carrier to their 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, 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 or email 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; 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.

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

## **SECTION 5- Balloting**

Two types of Balloting shall be permitted:

(a) Balloting by Mail. Mail-in balloting shall be the default means of balloting, in all instances where the Board of Directors does not specifically authorize electronic balloting pursuant to Subsection (b) below.

- 1) For ballots by mail; the Corresponding Secretary (or an independent professional firm designated by the board) shall also forward to each member a blank envelope and return envelope addressed to the Corresponding Secretary or to the designated third party professional agency marked "Ballot" bearing the name of the member to whom it is sent to ensure ballots 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 ARTICLE V, SECTION 2.
- 2) The Inspectors of Election or designated professional 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.

(b) Balloting by Electronic Format: Electronic balloting shall be allowed for any vote where the Board of Directors authorizes it, and shall be conducted in accordance with State Law and AKC policy.

- 1) As applicable, the Corresponding Secretary shall mail a ballot, or ensure that the independent electronic balloting organization sends a ballot to each member in good standing who has provided any required consent.
- 2) The Inspectors of Election or designated electronic balloting organization shall certify to the eligibility of the voters as well as the results of the voting.

## **ARTICLE VI - COMMITTEES**

### **SECTION 1 - Appointments**

The Board may each year appoint standing committees to advance the work of the Club in such matters as events held under the Rules and Regulations of the American Kennel Club, 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 - Terminations**

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**

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

### **SECTION 4 – National Events and Committees**

The guidance of all National events shall be governed by the Executive Committee for the event subject to approval of the Board of Directors of the GSPCA. The Executive Committee for each National event 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 assigned by Member clubs. The Delegates meeting for each National event shall be held at the place of and in conjunction with the running of the event as determined by the Executive Committee for that event. 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 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 Chair and a co-Chair from among its membership. The Chair shall preside at all committee meetings and shall have the usual functions and duties of presiding officer. Vacancies created by these appointments or any other reason can be filled by majority vote of the Executive Committee.

## **ARTICLE VII - DISCIPLINE**

### **SECTION 1 - American Kennel Club Suspension.**

Any member who is suspended from any of 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. 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 for a 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 certified 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 legal 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 their 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 ballot pursuant to the procedures contained in Article V, Section 5 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 3 shall still stand.

## **ARTICLE VIII - AMENDMENTS**

### **SECTION 1 - Petitioning**

Amendments or changes to the Constitution and By-Laws, the Breed Conformation Standard, GSPCA Code of Ethics 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 members in good standing. Amendments or changes to the by-laws 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. Proposed amendments or changes to the Breed Conformation Standard, the Field Championship or Amateur Field Championship requirements must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote following the procedures established by the AKC Board of Directors.

### **SECTION 2 - Voting**

The Constitution and By-Laws may be amended at any time (or the standard for the breed in accordance with AKC policies) provided a copy of the proposed amendment has been sent by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated by secret ballot. The notice shall specify a date not less than thirty (30) days after the mailing by which date the ballots must be received by the Recording Secretary, the professional agency designated by the Board or by electronic balloting by an independent firm in accordance with State Law and AKC policy as provided in Article V, Section 5 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 Constitution and Bylaw or Breed Standard amendment or change. 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 change in the Field Championship or Amateur Field Championship requirements or the GSPCA Code of Ethics.

### **SECTION 3 - Approval**

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 - Dissolution**

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 good standing. 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 - Club Meetings**

At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Election of Officers and Board Announced (at Annual Meeting)
- 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:

- Roll Call
- Reading of Minutes of Last Meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Election of New Members
- Adjournment

## **ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **SECTION 1 - Indemnification**

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.

## **Article XII - PARLIMENTARY AUTHORITY**

### **Section I – Rules of Order**

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.