

CONSTITUTION AND BYLAWS
DOBERMAN PINSCHER CLUB OF DALLAS

CONSTITUTION

AMENDMENT TO ESTABLISHMENT/CONSTITUTION/BYLAWS

We amend our Establishment/Constitution/Bylaws to include the following provisions:

Name and Objects

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

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 perfection;
- 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:

- a. The club is organized exclusively for charitable, 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.
- b. 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.

SECTION 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I. Membership

SECTION 1. Eligibility. There shall be one type 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. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall be determined by the Board, and payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year. Persons having their memberships approved in the months of October, November, or December are considered fully paid members for the following year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection, and the dues submitted with their application will be refunded.

SECTION 4. Termination of Membership. Memberships may be terminated:

- a. By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each calendar year.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the calendar 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. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II. Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held within 25 miles of the City of Dallas on the third Tuesday of each of the months of January through May and August through November at such hour and place as may be designated by the President. Any changes in meeting dates will be approved by the Board. Written notice of each such meeting shall be mailed at least 5 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

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 within 25 miles of the City of Dallas at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 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 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held within 25 miles of the City of Dallas on such dates, hour and place as may be designated by the Board. Written or verbal notice of each such meeting shall be communicated by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings 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 three members of the Board. Such special meetings shall be held within 25 miles of the City of Dallas at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or fax/e-mail notice shall be filed at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

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 for 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.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III. Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons all of whom shall be members in good standing and 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 of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall be responsible for programs and the annual Awards Banquet.
- 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. He shall have charge of the correspondence, notify members of meetings, 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 other duties as are prescribed in these bylaws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated 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 of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The President shall appoint an Audit Committee to review the financial records at the end of each fiscal year.

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 then 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 filled automatically 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, 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. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The 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 30 days after the election.

SECTION 3. Election. 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 4. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws.

- a. A Nominating Committee shall be chosen by the Board of Directors before April 1st. The Committee shall consist of three (3) members and (2) alternates, all in good standing, no more than one (1) of whom shall be a current member of the Board of Directors. The Board shall name a chairman for the Committee. The Nominating committee may conduct its business by mail or telephone. The Committee shall nominate one candidate for each office, and three candidates for the three other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. The Committee shall on or before May 15th, submit its slate of candidates to the Secretary.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall on or before June 1st notify each member in writing or by newsletter of the candidates so nominated. Additional nominations may be made by the members at this time if they so desire.
- c. Additional nominations may be made on or before July 1st by any member in good standing provided that the person so nominated does not decline when his name is proposed. His proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- d. If no additional nominations are received by the Secretary on or before July 1st, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no ballots shall be required.
- e. If one or more valid additional nominations are received by the Secretary on or before July 1st, he/she shall mail on or before July 15th to each member in good standing the revised list of candidates to include those nominated from the floor.
- f. So that ballots remain secret, each voter will write down their votes and present them to the secretary at the annual meeting. The Secretary or other designated person, shall count the votes and announce them at the annual meeting in September.

SECTION 5. At the Club's annual meeting the Club shall elect from its membership one Delegate (and one Alternate), who shall be a member of the Doberman Pinscher Club of America, to serve as a Delegate to the Doberman Pinscher Club of America. The Delegate shall represent the Club and shall be entitled to cast one vote on issues presented at annual or special meetings, or by mail, of the Doberman Pinscher Club of America. The Club shall forward the name of the Delegate (and Alternate) to the Chapter Club Secretary. The Delegate (and Alternate) shall incur no expenses in behalf of the Club.

ARTICLE V. Committees

SECTION 1. The President may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, tracking test, 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; 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 the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing: The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do

not allege conduct that would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend 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 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 case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board'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 hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendations of expulsion. 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 the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written 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's suspension shall stand.

ARTICLE VII. Amendments

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII. Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, whether voluntary or involuntary 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, but after payment of the debts of the Club, its property and 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.

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 Bylaws notwithstanding.

In as much as our parent organization, Doberman Pinscher Club of America, has included us in a 501(c) 3 group exemption recognition before the IRS, we acknowledge our responsibility to make annual information reports pertaining to our continued good standing. We further agree to adhere to their specific policies related to the 501(c)(3) status that in their judgment keeps this status well maintained. While we reserve the right to challenge any such policy that may be established, we will inform them of such action in writing 30 days prior to any implementation on our part.

SECTION 2. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of "Robert's Rules of Order", unless this is in conflict with the requirements of this Constitution and Bylaws, in which case the Constitution and Bylaws shall take precedence.

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 President

Report of 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 Secretary
Report of Treasurer
Reports of Committees
Unfinished business
New business
Adjournment

Name of Organization (As shown in organizing document)
DOBERMAN PINSCHER CLUB OF DALLAS

Date 4/18/06

Adopted:

Signature of Officer _____

Type or Print Name and Title: Dina Sellers-President

Signature of Officer _____

Type or Print Name and Title: Gretchen Jernigan- Vice President