

NORTHERN ARIZONA GERMAN SHORTHAIRED POINTER CLUB, INC.

CONSTITUTION Approved 5/16/2009

Article I - Name and Objects

Section 1.

The name of the club shall be: NORTHERN ARIZONA GERMAN SHORTHAIRED POINTER CLUB, INC.

Section 2.

The objects and purposes of the club shall include:

- (a) to encourage and promote the responsible breeding of purebred German Shorthaired Pointers and to do all possible to promote to concept of the dual type dog, that is well constructed and that maintains the breed's natural hunting instincts.
- (b) to urge members and breeders to accept the Standard of the breed as approved by The American Kennel Club and the German Shorthaired Pointer Club of America as the only standard of excellence by which the German Shorthaired Pointer shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, field trials, licensed hunting tests, obedience trials, and whatever other competitions deemed appropriate by the Board to promote the full abilities of the breed.
- (d) to conduct sanctioned matches, dog shows, field trials, licensed hunting tests, obedience, agility trials and any other events held under the rules and regulations of the American Kennel Club. Requested section removed.

Section 3. Non-Profit Status

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. Revision

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.

NORTHERN ARIZONA GERMAN SHORTHAIRED POINTER CLUB, INC.
By-Laws
Approved 5/16/2009

Article I: Membership

Section 1: Eligibility: There shall be four (4) types of membership 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. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area, i.e., Northern Arizona.

- (a) Individual Membership – Individuals 18 years of age and older.
- (b) Family Membership – Family memberships shall include the applicant and his/her immediate family members, i.e., spouse, sons and daughters residing in the same location.
- (c) Honorary Membership – Individuals 18 years of age and older whom the Board of Directors may choose to recognize for outstanding service to the Club or to the Breed, may be designated as an Honorary Member.
- (d) Associate Membership – Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active.

Section 2: Dues: Membership dues shall be \$20.00 per year for an Individual Membership, \$25.00 per year for a Family Membership and \$10.00 per year for an Associate Membership, or such other amounts as may be determined by the Board of Directors.”

Dues are payable in advance, on or before January 1. The Treasurer shall notify all members in arrears, and those whose dues are not paid on or before the third day of February shall automatically be dropped from the membership of this club. No member may vote whose dues are not paid for the current year. During the month of November and December, the Treasurer shall send to each member a statement of dues for the ensuing year. Person's voted into membership after September 1 and prior to January 1, shall have their dues made applicable to 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 By-Laws and the rules of The American Kennel Club. The application shall state the name, and address, and occupation of the applicant and it shall carry the endorsement of at least, one member of the club. Accompanying the application, the prospective member shall submit dues payment for the current year, which shall be refunded if not elected to membership.

All applications are to be filed with the Secretary and each application, upon receipt, will be published in the next issue of the club newsletter. Application will be voted upon, at the next club meeting following publication, and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

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

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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) By Lapsing - . A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 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 by-laws.

Article II: Meetings and Voting

Section 1: Club Meetings. Meetings of the club shall be held at least (6) six times per year at such date, hour and place as may be designated by the Board of Directors. Meetings will be held within the greater Prescott AZ area, no further south than Black Canyon City. Written notice of such meetings shall be made in accordance with Article II, Section 5, at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20 percent 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 at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Meetings will be held within the greater Prescott AZ area, no further south than Black Canyon City. Written notice of such meeting shall be made in accordance with Article II, Section 5, at least ten days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3: Board Meetings: Meetings of the Board of Directors shall be held a minimum of six times per year within the greater Prescott AZ area, no further south than Black Canyon City. Written notice of such meetings shall be made in accordance with Article II, Section 5, at least five 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 at such place, date and hour as may be designated by the person authorized herein to call such meeting. Meetings will be held within the greater Prescott AZ area, no further south than Black Canyon City. Written notice of such meeting shall be made in accordance with Article II, Section 5, at least five days prior to the date of the meeting. Said notice may be waived by written consent by the majority of the full Board. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 5: Notice: Official Notice of any Club Meeting, Special Club Meeting, Board Meeting, or Special Board Meeting shall be made by US Mail or email by the Club's Secretary, or other officer as may be directed by the Board of Directors.

Section 6: Voting: Each Individual member 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. Eligible family members, whose dues are paid for the current year, shall be entitled to a total of two votes per family membership, at any meeting of the club which they are 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 of Directors of this Club shall be comprised of the President, Vice President, Secretary, Treasurer and a maximum of four (4) other persons, each of whom shall be a regular member of this club. Members of the Board of Directors of this Club shall be residents of the Club's immediate area, i.e., Northern Arizona, no further south than Black Canyon City. Each of the Officers and Directors shall be elected to a two year term in accordance with Article V, Sections 2 through 5 inclusive of these By-Laws, except that only two Officers and a maximum of two Directors will be elected each year, so that two experienced Officers and Directors, will continue to serve. All officers and Directors will serve a two-year term. General management of the affairs of the Club 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 By-Laws.

- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; 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 By-Laws
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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.

Section 3: Vacancies: Any vacancies occurring on the Board or among the officers during the term of office shall be filled for the unexpired term of office by a majority vote of all the then members of the Board of Directors at its first regular meeting following the creation of the 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 – CLUB YEAR, ANNUAL MEETINGS, ELECTIONS

Section 1: Club Year: The club's fiscal year shall begin on the first day of January and end on the last 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.

Section 2: Annual Meeting. The annual meeting shall be held in the month of December, at such time and place as shall be fixed by the Board of Directors. Notice of the annual meeting shall be given as provided in the case of Special meetings. At the annual meeting, two (2) officers and two (2) Directors shall be installed to serve for a term of two (2) years, and shall assume office immediately following their installation.

Section 3: Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two (2) 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 of Officers: No person may be a candidate in a club election who has not been nominated. During the month of September, the board shall

select a Nominating Committee consisting of three members, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee members of their selection. The committee shall call a committee meeting prior to October 1.

(a) The committee shall nominate one candidate for each office and positions on the board, that is currently up for re-election, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary, in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall mail or email notice of the nominated candidates to each member at least two weeks prior to the November meeting.

(c) Additional nominations may be made at the November meeting, by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position. Voting for candidates will take place at the Annual Meeting.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V – COMMITTEES

Section 1: Appointment: The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

Section 2: Termination: 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.

Section 3: Chairman: The Board of Directors may appoint such Chairmen as may be needed to take charge of various Club events, including but not limited to: Licensed Field Trials, Licensed Specialty Shows, Licensed Hunt Test, Fun Days and Specialty Matches.

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. Written charges with

specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, 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 not less than three weeks, but not more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in 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 reprimand or 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 finding 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 recommendation 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII – INDEMNIFICATION

Article VII: Indemnification. The Club shall indemnify every officer and trustee, his/her heirs, executors, administrators and assigns, against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a trustee or officers of the corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable from misconduct; in the event of a settlement, indemnification shall be *provided only in connection with such matters covered* by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty.

ARTICLE VIII – AMENDMENTS

Section 1: Periodic Review. . The By-Laws of this Club shall be reviewed at least every two (2) years, or as deemed necessary, by the Board of Directors. A By-Law revision committee consisting of the Secretary and, at least, two (2) other members of the Club shall be appointed, as necessary. The recommendations of the Committee shall be presented at the first general membership meeting following their meeting. Amendments may be made to the proposals at this meeting. Final proposed revisions will be published in the newsletter one month prior to the scheduled vote on the revisions. Additional amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) of the membership. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2: Amendment: The Constitution and By-Laws may be amended by a two-thirds (2/3) secret vote of the members present and voting at any regular or special meeting called for that purpose, providing that the proposed amendments have been included in the notice of the meeting and have been mailed or emailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE – IX – DISSOLUTION

Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X – ORDER OF BUSINESS

Section 1: Membership 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 Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)

Election of new members
Unfinished business
New business
Adjournment

Section 2: Board Meetings: At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.