

BOXER CLUB OF COLORADO, INC.
Constitution and By-Laws

Constitution

Article I

NAME AND PURPOSE

SECTION 1-NAME: The name of the club shall be:

The Boxer Club of Colorado, Inc.
dba Boxer Club of Colorado

SECTION 2-PURPOSES: The purposes of the Club shall be.

- (a) To encourage members and breeders to accept and support the standard of the breed as approved by the American Kennel Club as the sole criterion of excellence in the breed.
- (b) To encourage and promote quality in the breeding of Boxers and to strive to bring their natural and working qualities to perfection.
- (c) To protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials in accordance with the Code of Ethics of the American Boxer Club, Inc.
- (d) To initiate and maintain educational programs and promotional activities that foster and extend public interest in the Boxer.
- (e) To stimulate interest in exhibiting and to conduct licensed and sanctioned specialty shows and obedience trials under rules of the American Kennel Club.
- (f) For members of the Boxer Club of Colorado to abide by those portions of the American Boxer Club Bylaws and Code of Ethics which are applicable to members of member clubs.

SECTION 3: The club shall not be conducted or operated for profit and no part of any income 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 Bylaws as may be required to carry out the purposes stated in Section 2 of this article.

BOXER CLUB OF COLORADO, INC. BYLAWS

ARTICLE-I

MEMBERSHIP

SECTION 1 - CLASSES OF MEMBERSHIP-AND-ELIGIBILITY•. Membership shall be open to all persons who:

- (a) are eighteen (18) years of age or older who in good standing with the American Kennel Club;
- (b) display a sincere, continuing interest in bettering the breed; and
- (c) subscribe to the purposes of the Club.

Membership in the Club is to be unrestricted as to place of residence. The Club's primary objective is to derive its membership from the breeders, owners, and exhibitors who reside in the Denver metropolitan area which includes the County of Denver and the surrounding counties.

SECTION 2 - LIFETIME MEMBERS: After twenty-five years of continuous membership in the Boxer Club of Colorado, a member will be eligible to become a Life Member. Life membership allows all the privileges of membership without the payment of annual dues.

SECTION 3 DUES: Dues notices shall be mailed to the membership by the Treasurer no later than June 1 of each year. Membership dues shall be twenty five dollars (\$25.00) per year, per individual member, due and payable on July 1 of each year.

The dues for new members will be pro-rated on a quarterly basis. Individuals elected to membership during the first quarter of the Club's fiscal year will be charged 100% of the annual dues. Individuals elected to membership during the second, third, and fourth quarters of the fiscal year will be responsible for dues equal to 75%, 50%, and 25% of the annual dues respectively.

SECTION 4 - 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, the Code of Ethics of the American Boxer Club 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 (2) Club members in good standing. After attending a minimum of two (2) Club meetings, a prospective member shall submit a completed application for membership with the dues payment for the current year to the Secretary. After review of the application by the Board of directors, the application shall be read at the first meeting following receipt of such application. At the next Club meeting the application shall be

read a second time and voted upon by secret ballot. Affirmative votes of two-thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant to membership.

If an applicant is not accepted for membership, dues will be refunded. Applicants for membership who have been rejected by the Club may not re-apply within six (6) months after such rejection.

SECTION 5 - TERMINATION OF MEMBERSHIP: Membership may be terminated:

(a) by resignation. Any member in good standing may resign from the Boxer Club of Colorado 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 are incurred on the first day of June of each year.

(b) by lapsing. A membership will be considered lapsed and automatically terminated if such members dues remain unpaid on July 1 of the fiscal year; except that in cases where. extenuating personal or financial circumstances prevent the payment of dues, the Board of Directors may grant a period of up to ninety (90) days of grace to delinquent members . ••

(c) by expulsion. A membership may be terminated by expulsion as provided in Article V II of these By-laws.

ARTICLE 11.

MEETINGS AND VOTING

SECTION 1 - ANNUAL MEETING: The Annual Meeting of the Boxer Club of Colorado shall be held in the month of June each year, in the Denver metropolitan area at a time and place to be selected by the Board of Directors.

SECTION 2 - CLUB MEETINGS: Meetings of the Boxer Club of Colorado shall be held in the Denver metropolitan area each month at such hour and place to be selected by the Board of Directors. Written notice of each monthly meeting shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail by the Secretary to each member entitled to vote at Club meetings. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member as it appears on the records of the Boxer Club of Colorado, with postage thereon prepaid. The quorum for such meetings shall be twenty percent (20%) 'of the individual members in good standing.

SECTION 3-SPECIAL CLUB MEETINGS: Special Club meetings may be convened by President, by a majority vote of the members of the Board of Directors 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 (5) of the members who are in good standing and entitled to cast votes. Such a meeting shall be held in the Denver metropolitan area at a place, date, and hour designated by the Board of Directors. Written notice of such meetings shall specify the purpose of the meeting and include sufficient supplemental information relating to the stated purpose in order to afford members the opportunity to provide meaningful input during discussion at such meetings and such notice shall be mailed by the Secretary to each member at least five (5) days and not more than

fifteen (15) days prior to the date of the meeting. The Quorum for such meetings shall be twenty percent (20%) of the members in good standing. No other Club business may be transacted at such meetings.

SECTION 4 BOARD MEETINGS: The quorum for meeting of the Board of Directors shall be a majority of the Board. A majority constitutes three (3) Board members who must be present at such meeting to vote. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. Board Meetings may be held in conjunction with monthly Club meetings and are held either prior to the start of the Club meetings or immediately after adjournment of Club meetings. The minutes of all Board Meetings shall reflect the actions of the Board and the vote of each Board Member on all actions not unanimously carried. A summary of all Board Meetings shall reflect the actions of the Board and the vote of each Board Member on all actions not unanimously carried.

SECTION 5 - SPECIAL BOARD MEETINGS: The quorum for a special meeting of the Board of Directors shall be a majority of the Board. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Special Board Meetings shall be held in the Denver metropolitan area at a time and place designated by the President or by majority vote of the Board. Written notice of such meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Notice of Special Board Meetings shall specify the purpose of the meeting. No other Club business may be transacted at such meetings.

SECTION 6 - VOTING: Each member in good standing, and 60 days whose dues are paid for current fiscal year shall be entitled to one vote on each matter submitted to a vote of the members at any meeting of the Boxer Club of Colorado at which he or she is present. No member may vote whose dues are not paid for the current fiscal year. Each lifetime member shall be entitled to one vote on each matter submitted to a vote of the members at any meeting of the Club at which he or she is present. Proxy voting, absentee voting or voting by mail will not be permitted at any Board Meeting, Club meeting or election.

ARTICLE 111.

ORDER OF BUSINESS

SECTION 1 - QUORUM: Twenty percent (20%) of the members of the Boxer Club of Colorado in good standing shall constitute a quorum for transaction of business at the Annual Meeting and at any Club meeting. In the absence of a quorum at the Annual Meeting, the members present shall adjourn the meeting and reschedule the meeting at a specified future place, date and hour.

SECTION 2 - ORDER OF BUSINESS: At the Annual Meeting and monthly Club meetings, the order of business shall be as follows:

- (a) Roll Call

- (b) Introduction of new members and guests
- (c) Reading of the Minutes of the previous meeting
- (d) President's Report
- (e) Recording Secretary's Report (f) Corresponding Secretary's Report
- (g) Treasurer's Report
- (g) Committee Reports

- (L Election of Board of Directors at the Annual Meeting
- (j) Election of new members

- (k) Unfinished Business
- (l) New Business
- (m) Adjournment

SECTION 3 - PROCEDURE: Meetings shall be conducted under the most current edition of Robert's Rules of Order Revised.

SECTION 4 PARLIAMENTARY-AUTHORITY: 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.

ARTICLE IV

BOARD-OF-DIRECTORS

SECTION 1 - BOARD OF DIRECTORS: The affairs of the Boxer Club of Colorado shall be managed by a Board of five (5) Directors. The Board of Directors shall be comprised of the President; Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom shall be elected for one-year terms at the Annual Meeting. The Board Members shall serve in their respective capacities until their successors are elected. ,

SECTION-2 – DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the Club and of the Board of Directors and shall have the power to call special meetings.

SECTION 3 - DUTIES OF THE VICE-PRESIDENT: The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

SECTION 4 - DUTIES OF THE RECORDING SECRETARY: The Recording

Secretary shall keep an auditable, trackable and easily retrievable record of all meetings of the Club and of the Board of Directors and of all other matters of which a record shall be ordered and deliver notices of meetings to all members in accordance with Article II, Section 2.

SECTION 5 - DUTIES OF THE CORRESPONDING SECRETARY: The Corresponding Secretary shall keep a list of current members of the Club with their addresses and deliver the list, in accordance with Article II. Section 2. to the members during the month of September each year, He or she will assist the Recording Secretary with correspondence, such as writing letters on behalf of the Club, notifying new members of their election to membership, and notifying Directors of their election to office, The Corresponding Secretary shall have the duties of the Secretary in case of the Recording Secretary's absence.

SECTION-6 DUTIES OF THE TREASURER: The treasurer shall collect and receive all money due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board of Directors in the name of the Club. The books and records of the Treasurer shall be open to the inspection by any member for any proper purpose at any reasonable time and he or she shall report the condition of the finances of the Club at each meeting. At the Annual Meeting, he or she shall render an auditable annual statement to account for all the previous fiscal year along with the current cash balance.

SECTION 7 VACANCIES: Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that, a vacancy in the office of President shall be automatically filled by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board. The term of the successor so elected shall be the balance of the term for which the original director was chosen.

ARTICLE V:

NOMINATIONS AND ELECTION OF OFFICERS

SECTION 1 THE CLUB YEAR: The Club's fiscal year shall begin on the first day of July and end the 30th day of June. In order for the length of terms of office to remain constant, the Board Members shall take office July 1 of each year.

SECTION 2 - ANNUAL MEETING AND ELECTION: The Annual Meeting shall be held in the month of June. Board Members for the ensuing year shall be nominated and elected by secret, written ballot. For each Board position, the nominated candidate receiving the greatest number of votes shall be declared elected. Board Members shall assume the responsibilities of their respective offices July 1 of each year and shall continue to serve in their respective offices through the end of the fiscal year. Each retiring director shall turn over to his or her successor all property and records relating to that directorship no later than June 30 each year.

SECTION 3 - ELIGIBILITY REQUIREMENTS FOR BOARD -MEMBERSHIP:

To be eligible for election to the Board of Directors, person shall have been a member of the Club for a minimum of nine (9) months and shall have attended at least fifty percent (50%) of the Club meetings during the preceding fiscal year. All members of the Board of Directors shall be residents of the State of Colorado and members in good standing in the Club. All members of the Board of Directors shall be in good standing with the American Kennel Club. Suspension by the American Boxer Club or the American Kennel Club shall automatically remove a member from his or her Board membership if a Board Member fails to attend three (3) consecutive meetings, his or her directorship may be deemed vacant and the Board Member may removed from the Board by majority vote of the remaining Board Members.

ARTICLE- VI
COMMITTEES

SECTION—I: Members of the Boxer Club of Colorado shall have opportunities to serve on committees to accomplish the purposes of the Club in such matters such as shows, obedience trials, member/public education, trophies, advertising and other fields which may well be served by committees. The President, with approval of a majority of the Board of Directors, may appoint members to serve as chairpersons of such Committees. Committee members will be appointed either by the President or: by the respective committee chairman. Committee chairpersons and members shall perform the requested duties and functions in accordance with the guidance and limitations as stipulated by the Board resolution. In the case of resignation of a chairman or members of any committee, the President shall have the authority to fill all vacancies so created.

The Board of Directors shall have the power to discharge committees of the Club for violation or neglect of duty, provided that a report of such action is made to the Club.

SECTION 2; In the event that the need arises, the Board of Directors shall, by resolution adopted by the majority of the directors in office, designate and appoint one or more committees for purposes of:

- (a) amending, altering, or repealing By-laws;
- (b) electing, appointing, or removing any member of such committee or any director of the Club;
- (c) amending the articles of incorporation;
- (d) restating the articles of incorporation;
- (e) adopting a plan of merger or adopting a plan of consolidation with another club;
- (f) authorizing the sale, lease, or exchange of all or a substantial part of the property and assets of the Club;
- (g) authorizing the voluntary dissolution of the Club;
- (h) adopting a plan for the distribution of the assets of the Club; or
- (i) repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The designation and appointment of any such committee shall not operate to relieve the Board of Directors or an individual director of any responsibility imposed on him by statutory law. Such committees shall perform assigned analyses, tasks and functions in accordance with the Board resolution and present proposed strategic plans, findings and recommendations for action to be taken by the Board of Directors to accomplish the purposes of the Club.

ARTICLE—VII

DISCIPLINE

SECTION 1 - AMERICAN KENNEL CLUB SUSPENSION: Any member who is suspended from the privileges of the American Kennel Club shall be automatically suspended from the privileges of the Boxer Club of Colorado for a like period of time.

SECTION 2 - CHARGES: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Boxer Club of Colorado or the breed. Such charges may include infractions of the American Boxer Club Code of Ethics, Article V, Section I. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of twenty-five (\$25.00) which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. In accordance with Article II, Section 2, the Secretary shall promptly deliver a copy of the charges to each member of the Board of Directors or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board of Directors considers that the charges do not allege conduct prejudicial to the best interest of the Club or the breed or that the evidence supporting the charges is inadequate, it may refuse to entertain jurisdiction of the charges. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not more than three (3) weeks and not less than six (6) weeks thereafter. The Secretary shall promptly deliver a copy of the charges to the accused member by Certified Mail, together with a notice of the hearing and an assurance that the accused may personally appear in his or her own defense and bring witnesses if he or she wishes. In accordance with Article II, Section 2, the Secretary shall also send notice to the accusing member.

SECTION 3 - BOARD HEARING: The complainant and/or the defendant may be represented by counsel, as they desire. Should the charges be sustained by the hearing, the Board of Directors may, by a majority affirmative vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If the Board of Directors 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 or her fellow members at the ensuing Club meeting, at which the recommendations of the Board of Directors shall be considered. Immediately after the Board of Directors has reached its decision, its findings and actions shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4 - EXPULSION: Expulsion of a member from the Boxer Club of Colorado may be accomplished only at a meeting of the Club following a Board hearing and upon the recommendation of the Board of Directors, as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and the recommendations and shall invite the defendant, if present, to speak on his or her own behalf. The members present at the

meeting shall then vote by secret, written ballot on the proposed expulsion, A vote for expulsion by two-thirds (2/3) or more of the members present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's recommendation for suspension shall stand and be supported by the members.

ARTICLL-VIII

AMENDMENTS.

SECTION-I: Amendments to the Constitution and By-laws of the Boxer Club of Colorado may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be considered by the Board of Directors and must be submitted to the members with the recommendations of the Board of Directors by the Secretary within three (3) months of the date when the petition was received by the Secretary.

SECTION 2: Proposed amendments to the Constitution and By-laws of the Boxer Club of Colorado shall be delivered to each member in good standing in accordance with Article II, Section 2. Such amendments shall be adopted by two-thirds (2/3) vote of the members present and voting at any regular or Special Club meeting called for the purpose of adopting such proposed amendments.

SECTION3; Changes or amendments to these By-laws shall be submitted by the Secretary to the American Boxer Club and the American Kennel Club for approval before they are enacted.

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) of the members. In the event of 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 of its members, directors or officers. After payment of the costs, expenses, debts and obligations of the Club, its property and assets shall be conveyed to a domestic, charitable, benevolent, or educational organization whose purposes promote: (1) the humane care of companion animals; (2) prevention of cruelty of companion animals; and/or (3) the practice of responsible care of companion animals selected by the Board of Directors.

ARTICLE X

SUMMARY.

SECTION1: The foregoing Constitution and Bylaws supersede and replace the revised and amended Bylaws dated June 1, 1980.

SECTION2: The foregoing Constitution and Bylaws as revised and amended shall be effective on (date to be inserted later).

AMERICAN BOXER CLUB
Board of Directors
Andrew Garbady
By Laws Committee Chair
Approved- 4/28/96