

**CONSTITUTION AND BY-LAWS OF THE
GERMAN SHEPHERD DOG CLUB OF NORTHERN OHIO, INC.**

ARTICLE I

NAME AND OBJECTIVES

SECTION 1. The name of the Club shall be "THE GERMAN SHEPHERD DOG CLUB OF NORTHERN OHIO, INC."

SECTION 2. The objectives of the Club shall be:

- (a) to encourage when breeding pure-bred German Shepherd Dogs to do all possible to bring their natural qualities to perfection;
- (b) to require 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 German Shepherd Dog shall be judged and evaluated;
- (c) to require that all members will not intentionally breed dogs with disqualifying faults according to the current standard of the breed approved by the American Kennel Club;
- (d) to promote the use of the German Shepherd Dog Club of America's Breeder's Code amongst the members of the Club;
- (e) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests and performance events;
- (f) to conduct sanctioned and licensed specialty shows and obedience trials *and* performance events under the rules of the American Kennel Club.

ARTICLE II

TERRITORY

SECTION 1. All that territory in the State of Ohio, from Youngstown to and including Cleveland and South to, and including Akron, and all counties between said cities and that wherever any such lines run through a city, town, etc., is to be considered in the territory.

ARTICLE III

MEMBERSHIP

SECTION 1. Eligibility – Any person who is of good moral character and in good standing with the American Kennel Club and who is interested in the furtherance of the objectives and purposes of the Club, shall be eligible for election as a member.

The classes of membership shall be as follows:

- (a) **MEMBER** – Shall be any person 18 years of age or older who is interested in and desirous of taking an active role in and supporting the functions of the Club. Such member shall have all the rights and privileges of membership.
- (b) **JUNIOR MEMBER**-- Shall be any person aged fifteen to eighteen who is interested in and desirous of taking an active role in, and supporting g the functions of the Club. Such member shall have all the rights and privileges of membership, with the exception of voting. Dues shall be at half of adult rate and full fees shall be payable after the junior member has attained the age of eighteen.
- (c) **LIFETIME MEMBER** – Life membership may be conferred on any member who has made a significant contribution to the Club as well as the Breed. Such proposed membership must be read at a regular meeting of the Club and at two regular Board meetings before a final vote by the Board of Directors. Statements to the Board relative to such proposed membership shall be made in writing. The unanimous consent of the Board is needed for approval. Such member shall have all rights and privileges of membership

SECTION 2. DUES -- The annual dues shall be set by the Board of Directors for each ensuing year and be payable on or before December 31st of each year. Notice of dues goes out each October, November, and December. Reapplication by a previous member does not go through the whole application process but applicant must pay a dues penalty.

- (a) Lifetime members shall pay no dues.

SECTION 3. APPLICATION – Each applicant will be given a copy of the Constitution and By-Laws and shall apply on a form as approved by the Board of Directors and which shall provide that the applicant has read and agrees to abide by the Constitution and By-Laws. The application shall state the applicant's name and address and carry the endorsement of two members, not of the same family. Accompanying the application, the prospective member shall submit dues payment for the current year. One-half of the dues shall be submitted by those making application after July 1st.

SECTION 4. ELECTION TO MEMBERSHIP -- Each applicant for membership **MUST** attend two (2) regular Club meetings after applying and before the application can be voted on by the Club members. Upon the attendance of two Club meetings, the application will be voted on by the members present. An application must receive a $\frac{3}{4}$ affirmative vote of the members present and voting to attain membership in the Club. Each applicant, after being voted on, will be notified in writing, by the Corresponding Secretary, within within thirty days whether or not they have been accepted. Ballots to be counted by at least two (2) Board Members,

privately, and such two Board Members will sign the back of the application as the counters of the ballot. In particular circumstances, but only upon recommendation by the Board, this rule may be set aside by $\frac{3}{4}$ majority of the members of the Club present and voting. Applicants for membership who have been rejected by the Club, may not re-apply.

SECTION 5. 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 resignation shall be accepted if said member is in debt to the Club;
- (b) By Lapsing -- A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 31st of that year. 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 V111 of this Constitution and By-Laws.

ARTICLE IV

MEETING AND VOTING

SECTION 1. CLUB MEETINGS -- Meetings of the Club shall be held on the second Tuesday of the month, except for the month of December, at such hour and place as may be designated by the Board of Directors. Written notice or electronic notice of such meeting shall be mailed at least 7 days prior to the meeting. The quorum for such meetings shall be 15% of the members in good standing, provided two of these members are officers. In particular circumstances, but only upon recommendation by the Board of Directors, the meeting day of the week can be changed.

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, or by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meeting shall be held at such hour and place as may be designated, by the person or persons authorized herein to call such meetings. Written *or* electronic notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 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 meeting shall be the same as a regular meeting.

SECTION 3. BOARD MEETING -- Meetings of the Board of Directorts shall be determined by the Board. Written, oral, or electronic notice of each such

meeting shall be made 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 Board Meetings will be limited to Board Members only and other such persons who are notified in writing by the President to attend. Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by a least 4 members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting or electronic notice shall be made to all Board members 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. The quorum for such a meeting shall be a majority of the Board.

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 or she is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE V

DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS -- The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four other persons all of whom shall be members in good standing. Of the four other directors, two are to be elected to a two year term on the even-numbered years and two are to be elected to a two year term on the odd numbered years. 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, 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.

- (a) The PRESIDENT shall preside at all meetings of the Club and of the Board, and shall have duties and powers normally appurtenant to the Office of President in addition to those particularly specified in this Constitution and 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 RECORDING SECRETARY shall keep a roster of members attending each meeting, 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

members which shall be submitted to the membership for a vote at the next regular meeting.

ARTICLE VI

THE CLUB YEAR – ANNUAL MEETING – ELECTIONS

- SECTION 1. CLUB YEAR -- The Club's fiscal year shall begin on the first day of January and end on the 31st day of December.
The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.
- SECTION 2. ANNUAL MEETING – The annual meeting shall be held in the month of July, at which officers and directors for the ensuing year shall be elected. They shall take office at the next board meeting, immediately preceding the next regular meeting and each retiring officer shall turn over to his successor in office at the board meeting, all properties and records relating to that office.
- SECTION 3. QUALIFICATIONS FOR OFFICE – To be eligible for any position on the Board, a candidate must have been a member in good standing for no less than 12 months and have attended at least six of the regular meetings during the past year. All members in good standing who have attended at least six (6) of the regular meetings during the past year, are eligible to run for directorship. In the event there are not enough eligible members to fill the offices and board positions, then eligibility for the unfilled positions is extended to all members in good standing. To be eligible for President, a member must have previously served on the Board of Directors.
- SECTION 4. CANDIDACY – A list of eligible candidates will be sent to members prior to the annual meeting.
- SECTION 5. NOMINATIONS – All nominations at the annual meeting will be made from the list of candidates mentioned in Section 4 of the Article, a member not present may be nominated if the member who makes the nomination has his or her definite consent in writing to run for that particular office.
- SECTION 6. ELECTIONS – All elections of officers and directors shall be made by secret written ballot.
- (a) OFFICERS – The nominated candidate for each office receiving the highest number of votes for that office shall be declared elected.
 - (b) DIRECTORS – For election of directors, a single ballot shall be used to elect both two-year (2) term directors, with each voting member

- the Club and carry out such other duties as are prescribed in this Constitution and By-Laws. In the absence of the Corresponding Secretary, the Recording Secretary shall assume all the duties.
- (d) The CORRESPONDING SECRETARY shall notify members of Club meetings, notify Board members of Board meetings, notify new members of their election to membership, notify officers and directors of their election to office, conduct such correspondence and other duties as the Board may direct consistent with these By-Laws, and carry out such duties as are prescribed by these By-Laws. The Corresponding Secretary shall also compile a roster of members as of February 1st of every year which shall be published within 30 days of said date. In the absence of the Recording Secretary, the Corresponding Secretary shall assume all the duties.
 - (e) The TREASURER shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His or her books shall at all times be open to inspection of the Board and he or she 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 or she shall render an account of all monies received and expended during the previous fiscal year.
 - (f) The office of RECORDING and CORRESPONDING Secretary may be held by the same person in which case the Board shall be comprised of the officers and five other persons one of whom shall hold such position on the Board only until the next election.

SECTION 3. OFFICERS and DIRECTORS ABSENTEEISM -- If any officer or director is absent from six (6) meetings, regular and Board, or four (4) consecutive such meetings per official year, they shall be notified of their absenteeism. If any officer or director is absent from seven (7) meetings, (regular and board) or five (5) consecutive such meetings per official year, they must be notified automatically in writing, by certified mail, return receipt that their office is automatically declared vacant. The notification shall be made by an officer appointed by the President.

- (a) Any officer or director who is absent from any three (3) board meetings must be notified of their absenteeism. If any officer or director is absent from any four (4) board meetings, his office will automatically be declared vacant (in the absence of extraordinary circumstances as determined by the Board of Directors) and they shall be notified in writing, sent certified mail, return receipt.
- (b) Any officer or director who is on official business of the Club and authorized by the Board of Directors will not be declared absent from a conflicting Club meeting, (regular or Board).

SECTION 4. VACANCIES -- Any vacancies occurring in an office or on the Board during the official year shall, first, have recommendations from the Board

casting two (2) votes on the same ballot.
The two candidates for director receiving the highest number of votes for those directorships shall be elected. In the event of a tie, a second single ballot will be cast to break the tie.

ARTICLE VII

COMMITTEES

SECTION 1. The President will each year appoint committee chairman to head the number of committees deemed necessary to advance the work of the Club. 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 service has been terminated.

ARTICLE VIII

DISCIPLINE

SECTION 1. AKC SUSPENSION – Any member who is suspended from the privileges of the American Kennel Club and/or the GSDC of America 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. The Board shall have sole discretion to decide if they have jurisdiction over the charges. Written charges with specifications must be filed in duplicate with the *Corresponding* Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are found to be groundless. The *Corresponding* Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing not less than 3 weeks nor more than 6 weeks thereafter. The *Corresponding* 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 or her own defense and bring witnesses if he or she wishes.

SECTION 3. BOARD HEARING – The Board shall have complete authority to decide whether counsel may attend the hearing, but both the 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 or her 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 writing 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 proved in Section 2 of this article. Such proceedings may occur at a regular or special meeting of the Club to be held within 50 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 or her 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 or her own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A $\frac{3}{4}$ three fourths 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 IX

AMENDMENTS

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the *Corresponding 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 a recommendation of the Board, by the Secretary at the next regular meeting for discussion and shall then be tabled until the following meeting for a vote.

SECTION 2. This Constitution and By-Laws may be amended by a $\frac{2}{3}$ two thirds 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 or electronic to each member by the Corresponding Secretary at least two weeks prior to the date of the meeting.

ARTICLE X

SECTION 1. DISSOLUTION – The Club may be dissolved at any time by the written consent of not less than $\frac{3}{4}$ three fourths of the members.

In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, all tangible assets should be sold, debts paid, and then the Board shall allocate the balance of the funds between three (3) charities devoted to the welfare of dogs. None of the property of the Club nor any assets of the Club shall be distributed to any past or present members.

ARTICLE XI

SECTION 1. At the meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Minutes of the last meeting
- Taking of the roll
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Election of new members
- Adjournment

SECTION 2. At the meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Taking of the roll
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- Appointment to fill vacancy (if necessary)
- New Business
- Adjournment

ARTICLE XII

GOVERNING RULES

SECTION 1. Governing rules – On all questions and points not covered by this Constitution and By-Laws, Roberts Rules of Order shall determine the procedure and be the governing law.

ARTICLE XIII

DEFINITIONS

SECTION 1. A member in GOOD STANDING – is one who is not under suspension by the American Kennel Club, the German Shepherd Dog Club of America, or the German Shepherd Dog Club of Northern Ohio and whose dues are currently paid and whose debts are not delinquent more than 90 days provided the three (3) notifications have been made to such member.