BYLAWS OF THE POODLE CLUB OF AMERICA, INC

Adopted by the Membership April 22, 2013

Approved by the American Kennel Club July 2013

ARTICLE I Name

The Name of the Club shall be The Poodle Club of America, Inc. (herein called the Club).

ARTICLE II Purposes

(i). To encourage and promote the owning, responsible breeding and training of purebred Poodles in accordance with the standard of the breed as approved by the American Kennel Club and to do all possible to bring their natural qualities to perfection.

(ii). To encourage the organization of independent local Poodle Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club. **(iii).** 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 Poodles shall be judged.

(iv). To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike

conduct at competitive events.

(v). To conduct sanctioned and licensed specialty shows, field and obedience trials, and such other events as are approved under the rules and regulations of the American Kennel Club.

(vi). 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.

ARTICLE III Headquarters

The office and headquarters of the Club, if outside the State of Delaware, shall be the residence of the Corresponding Secretary.

ARTICLE IV Membership

Section 1. Types of Membership. There shall be four types of membership, individual membership, associate membership, affiliate club membership, and Life membership.

Section 2. Individual Membership.

a). Eligibility. Individual membership shall be available to persons (i) who have attained the age of twenty-one years,(ii) who are in good standing with the American Kennel Club,(iii) who have continuously owned, exhibited, bred or judged Poodles at events licensed by the American Kennel Club within four years prior to the date of application for membership (iv) who subscribe to and agree to adhere to the purposes and principles of the Club, these bylaws, and all other policies of the Club (v) and who, ***in the sole***

discretion of the Board of Governors (herein called the Board) or membership (as provided for in Article IV, Section 2e) have acquired significant knowledge of the breed standard, conducted themselves with good sportsmanship and exhibited good character in matters important to the Club and the Breed.

b). Application for Individual Membership. Each applicant for individual membership shall apply on a form approved by the Board and which, in addition to any other matter required by the Board, shall state the name, address and occupation of the applicant; and, provide that the applicant agrees and certifies (i) to abide by the Bylaws, the Breed Standard, the Code of Ethics of the Club, and all other rules and policies established by the Club; (ii) to abide by all rules of the American Kennel Club; (iii) and, to affirm that the decision of acceptance or denial of membership will be made at the sole discretion of the Board or membership (as provided for in Article IV, Section 2e). Each application shall be accompanied by written endorsement of two individual members of the Club in good standing.

c). Endorsers. No member shall submit more than two written endorsements of applications for membership in any one official Club year, and any written endorsement given in violation of this subsection shall not be considered in determining whether the application is accompanied by the required number of written endorsements.

d). Election to Individual Membership. An applicant for individual membership whose application has been reviewed by the Membership Committee and as to whom the Membership Committee has made its written recommendation to the Board may be elected at any meeting of the Board provided that the name of the applicant shall have been read at two successive meetings of the

Board. The affirmative vote of 2/3 of the Board present at the meeting shall be required to elect the applicant. The endorsers of an applicant shall be forthwith notified of the vote by the Board on such applicant.

e). Appeal. An application which has been voted upon by the Board and which has failed to receive a 2/3 affirmative vote by the Board may be presented by one of the applicant's endorsers at the next Club meeting and such applicant may be elected by a favorable vote of seventy-five percent of the members present .

f). Secret Ballot. All votes upon individual membership applications by the Board or by the membership shall be by secret written ballot.

Section 3. Associate Membership.

a). **Eligibility.** Associate membership shall be available to persons (i) who have attained the age of twenty-one years (ii) who are in good standing with the American Kennel Club (iii) who have demonstrated a long term commitment to the Poodle beyond the role of conformation exhibitor and breeder who are not eligible for individual PCA membership (iv) who subscribe to and agree to adhere to the purposes and principles of the Club, these bylaws, and all other policies of the Club (v) and who, in the sole discretion of the Board of Governors (herein called the Board) or membership (as provided for in Article IV, Section 2e), and have conducted themselves with good sportsmanship and exhibited good character in matters important to the Club and the Breed. Examples include participation in performance/companion activities, extensive rescue work, and other activities deemed worthy by the Board of Governors. An Associate member is entitled to all club privileges except voting and office holding.

b). Application for Associate Membership. Each applicant for associate membership shall apply on a form approved by the Board and which, in addition to any other matter required by the Board, shall state the name, address, and certifies (i) to abide by the Bylaws, the Breed Standard, the Code of Ethics of the Club, and all other rules and policies established by the Club; (ii) to abide by the rules of the American Kennel Club; (iii) and, to affirm that the decision of acceptance or denial of membership will be made at the sole discretion of the Board or membership (as provided for in Article IV, Section 3e). Each application shall be accompanied by written endorsement of two individual members of the Club in good standing.

c). Endorsers. No member shall submit more than two written endorsements of applications for membership in any one official Club year, and any written endorsement given in violation of this subsection shall not be considered in determining whether the application is accompanied by the required number of written endorsements.

d). Election to Associate Membership. An applicant for associate membership whose application has been reviewed by the Membership Committee and as to whom the Membership Committee has made its written recommendation to the Board may be elected at any meeting of the Board provided that the name of the applicant shall have been read at two successive meetings of the Board. The affirmative vote of 2/3 of the Board present at the meeting shall be required to elect the applicant. The endorsers of an applicant shall be forthwith notified of the vote by the Board on such applicant.

e). Appeal. An application which has been voted upon by

the Board and which has failed to receive a 2/3 affirmative vote by the Board may be presented by one of the applicant's endorsers at the next Club meeting and such applicant may be elected by a favorable vote of seventy-five percent of the members present.

f). Secret Ballot. All votes upon associate membership applications by the Board or by the membership shall be by secret written ballot.

Section 4. Affiliate Club Membership.

a). Eligibility. Affiliate Club membership shall be available to any regional club which has been formed to promote the best interest of Poodles in agreement with the purposes and principles of the Club and which has been approved by the American Kennel Club to hold sanctioned or licensed events.

b). Election to Affiliate Club Membership. Each club applying for affiliate membership shall do so by letter to the Corresponding Secretary, supplying such information as the Board may from time to time require. The Corresponding Secretary shall present the application to the Board at its next meeting.

If on examination the application is approved by the Board, it shall be presented to the individual/ life members and the Affiliate Club representatives at the next regular membership meeting and a majority vote shall elect.

Section 5. Life Membership. Life membership may be granted by a 2/3 affirmative vote of the Board to Individual members who have performed meritorious service to the Club over many years. Such members shall be exempt from paying membership dues, but shall be entitled to all Club privileges, including voting and office holding.

Section 6. Dues.

a). Amount. Annual dues for Individual members, Associate members, and Affiliate Club members shall be as determined by the Board from time to time, but not to exceed an annual increase of ten percent.

b). Due Date. Dues for Individual members, Associate members, and Affiliate Clubs shall be payable on March 1st of that year.

c). New Member Dues. Newly elected Individual members, Associate members, and Affiliate Club members shall pay an initiation fee, the amount as determined by the Board; and, in addition, annual dues for the fiscal year in which they are elected. Members elected between January 1 and March 1 of any year shall not again be liable for dues until March 1 of the following year. Payments for annual dues and initiation fee shall be made within thirty days after being notified of election to membership. Upon failure to make such payment of dues and initiation fee, such election may, at the discretion of the Board, be rescinded.

Section 7. Termination of Individual/Life Membership and Associate Membership

a). By Resignation. Any member who is not in debt to the Club may resign from the Club by giving written notice of such resignation to the Corresponding Secretary. The obligation to pay dues is considered a debt to the Club which accrues for each year on March 1st of that year.

b). By Failure to Pay Dues. The membership of any members whose dues remain unpaid for sixty days after the first day of the fiscal year shall terminate unless the Board shall in a meritorious case grant an additional grace period of not more than ninety days and shall terminate in any

event upon expiration of such grace period without payment being made.

c). By Expulsion. Membership may be terminated by expulsion as provided in Article XII of these Bylaws.

Section 8. Termination of Affiliate Club Membership. The membership of any Affiliate Club member may be terminated in the same manner as an individual membership and, in addition, shall terminate forthwith in the event such affiliate club member shall fail for more than two years to conduct an American Kennel Club sanctioned or licensed event.

- - -

ARTICLE V Club Meetings and Business

Section 1. Club Meetings. Meetings of the membership are defined as gatherings where attendees are “physically” in the same room.

a). Annual Meeting. The annual meeting of the Club shall be held in the months of April, May, or June in conjunction with the Club’s specialty show if possible, at a place, date and hour designated by the Board. The Corresponding Secretary shall *notify* each member in good standing at least 30 days prior to the date of the meeting.

b). Additional Club Meetings. Additional membership meetings may be held in conjunction with each of the Club’s specialty shows at a place, date and hour designated by the Board. The Corresponding Secretary shall *notify* members at least 30 days prior to the date of the meeting.

c). Special Club Meetings. Special Club meetings may be called by the President or by a majority vote of the members of the Board; or, shall be called by the Corresponding Secretary upon receipt of a petition signed by twenty-five

percent of the Individual/life members of the Club who are in good standing. Such meeting shall be held at a place, date and hour as may be designated by the Board. The Corresponding Secretary shall *notify* members at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted.

d). Quorum. The quorum for any Club meeting shall be ten percent of the Individual/life members and affiliate club representatives in good standing.

Section 2. Business Communication

a). Informal communication. Unless otherwise specified in these Bylaws, reports from the Board and Committees, and other business that is required to be ***"made available"*** to members may be accomplished by: i) direct communication with each member as set forth in Section 2.b.); or, ii) by printing in a written publication which is mailed to members, or, iii) by posting on the Club's website, or other internet site, and shall remain accessible for a period of at least one year. The Board in its discretion may also communicate reports and submit questions to the membership and provide for reply to questions by this method.

b) Formal Notifications. For the purposes of these Bylaws, ***"notified"*** shall mean direct communication with by regular mail, fax, e-mail, or other electronic means. Notifications by e-mail or other electronic means to any member must be acceptable by the member's written authorization prior to the use of such notification procedure. Each member's authorization may be withdrawn at the member's option at any time. Formal notifications are required when action on the part of the membership is required. This includes meeting notices, dues notices, proposed amendments to the

constitution and bylaws or for the standard of the breed, dissolution, nominations and election.

Section 3. Records. Records of permanent Club documents such as the Bylaws, Articles of Incorporation, the Breed Standard and all amendments thereof, and IRS non-profit status shall be maintained in original form in the possession of the Recording Secretary for an indefinite period. Records of regular Club business shall be maintained for a minimum period of seven years, and to the extent possible, by electronic means.

Section 4.Voting. At all membership meetings of the Club only Individual/life members and the representative of an Affiliate club representatives, in good standing who are present at the meeting shall be entitled to vote, except that in the case of election of Officers and Governors, amendment of these bylaws or the Standard of the breed, or dissolution, a written ballot shall be used in accordance with Articles IX and XIII of these bylaws. Voting by proxy shall not be permitted.

Section 5. Order of Business. 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 the Last Meeting Report of the President Report of the 2nd Vice President Report of the Corresponding Secretary Report of the Treasurer Reports of Committees Election of Officers and Board of Governors Election of new members Unfinished Business New Business Adjournment The order of business may be suspended at any membership meeting by 2/3 vote of the members present and entitled to vote.

ARTICLE VI Board of Governors (Board)

Section 1. Composition. The Board shall be composed of the President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer, the Publicity Chairman, the delegate to the American Kennel Club and three other persons, one to represent each Variety of poodles, all of whom shall be Individual/breeder members in good standing, and residents of the United States, its territories or possessions.

Section 2. Powers and Duties. The Board shall be entrusted with the general management of the Club's affairs exercising those powers and duties specified in these bylaws and transacting the general business of the Club not otherwise provided for in these bylaws. Each member of the Board shall have an unqualified right of access to the books, records and files of the Club.

Section 3. Board Meetings. Board meetings are defined as gatherings where attendees are "physically" in the same room. The first meeting of the Board after its election shall be held as soon after the biennial election meeting as practicable. The Board shall also hold meetings with the annual membership meeting held in those years in which elections are not held. Other regular meetings of the Board shall be held at the call of the President and at such times and places as are provide by a majority of the Board. A special meeting of the Board shall be held upon written request of four members of the Board to the Corresponding Secretary, which request shall contain a statement of the purpose for which the meeting is to be called. The Corresponding Secretary shall *notify* each member of the Board at least five days prior to the date of any meeting of the Board. Seven members shall constitute a quorum at any meeting of the Board.

Section 4. Board Business.

a). Methods of Conducting Business. In addition to Board meetings, the Board may conduct business by regular mail, fax, teleconference, or email, provided it does not conflict with any other provision of these Bylaws. In order for business to be conducted by other than a Board meeting, the following precautions must be in place: 1) Every Board member must be provided with the means to participate; 2) A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members; 3) A mechanism must be in place to verify that the eligible Board members are "listening"; 4) All Board members must agree to participate in this manner. All items voted upon through this Section must be confirmed in writing to the entire Board by the Recording Secretary within seven days.

b). Reporting to Membership. The Corresponding Secretary shall ensure that business conducted by the Board is "*made available"* to members within thirty days. Items that may be excluded from such availability are: 1). pending legal matters 2). pending discipline matters 3). sensitive business matters 4). personal matters

c). Records. Records of Board business must be maintained for a minimum period of seven years, and to the extent possible, by electronic means.

Section 5. Vacancies. Any vacancies occurring on the Board or among the officers shall be filled for the unexpired term by an individual/life member nominated by the President and approved by a majority vote of the Board subject to the provisions of Article VII, Section 2.b. and c.

Section 6. Tenure. With the exception of the Delegate to the

American Kennel Club, no Governor or officer shall be eligible for election to the Board for more than five successive terms of two years each, and, with the exception of the Delegate to the American Kennel Club, no Governor or officer may be elected to serve for more than two successive two-year terms in the same position.

Section 7. Removal. Any Officer or Governor may be removed from office for cause by a 2/3 vote of the individual/life members present at a special club meeting of the membership called for that purpose at which not less than twenty percent of the membership is present and voting. The vote at such meeting shall be by secret written ballot.

ARTICLE VII Officers and Delegate

Section 1. Titles The officers of the Club shall be the President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. Each officer shall serve in his respective capacity both with regard to the Club and its meetings and the Board and its meetings.

Section 2. Duties of Officers

a). President. The President shall be the chief executive officer of the Club, shall preside at all meetings of the membership and of the Board, and shall perform all the duties and have all the powers normally appurtenant to the office of President including those duties imposed and powers granted by these bylaws, shall have the right to attend meetings of all committees, except the nominating committee, and may take part in the deliberations of such committees but shall not have a vote.

b). First Vice President. The First Vice President shall

have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death.

c). Second Vice President. The Second Vice President shall serve as Chairman of the Affiliate Club Council; and, in case of the absence, incapacity, or death of the First Vice President, the Second Vice President shall perform the duties and exercise the powers of the First Vice President.

d). Corresponding Secretary. The Corresponding Secretary shall: (i) conduct the correspondence of the Club, (ii) maintain a record of the membership of the Club (iii) *notify* newly elected applicants of their membership and *make available* to them the Club's Articles of Incorporation, Bylaws, Code of Ethics, Standard of the Breed, and policies; (iv) ensure members are *"notified"* and that information is *"made available"* to members as required in these bylaws; (v) hold as custodian the seal of the Club, and such books, records and correspondence which the Club is required to keep or which come into his possession by virtue of his office, and; (vi) perform such other duties as his office may require.

e). Recording Secretary. The Recording Secretary shall: (i) record all of the business proceedings of the membership and of the Board in a book kept for that purpose; (ii) act as custodian of all records submitted to him and of the books and records pertaining to his office duties.

f). Treasurer. The Treasurer shall: (i) collect and receive all monies due to or belonging to the Club and deposit the same in bank account(s) in the name of the Club and approved by the Board; (ii) issue payment for all payables incurred on behalf of the Club; (iii) be proficient in accounting principles and ensure the maintenance of accounting records in accordance with generally accepted accounting

principles; (iv) at all times keep the Club's books and records open to inspection by the Board; (v) ensure the completion of annual financial statements within ninety days of the end of the fiscal year, which shall thereupon be reported to the Board and in addition, be *made available* to members within one hundred twenty days of the end of the fiscal year end; (vi) at each membership meeting present the latest financial statement, (vii) sixty days after the beginning of the fiscal year, report to the Board, the names of those members who are in arrears of their dues; (viii) ensure the timely filing of required federal tax returns, state corporate registration, and the timely renewal of insurance policies. The Treasurer shall be bonded in such amount as the Board shall determine.

Section 3. Delegate. The Delegate to the American Kennel Club, when elected in accordance with these Bylaws and approved by the American Kennel Club, shall represent the Club at meetings of the Delegates to the American Kennel Club, voting his conscience unless otherwise instructed by the Board or membership.

Section 4. Honorary President. The Board may by resolution, approved by the membership at a Club meeting, confer the title of Honorary President on any member of the Club who has provided long time extraordinary service and exemplary leadership to the Club. The Honorary President shall have no official rights or duties on the Board of Governors.

ARTICLE VIII Fiscal and Official Year

Section 1. Fiscal Year. The Club's ***fiscal*** year shall begin on the 1st (1st) day of March of each year and end on the last day of the following February.

Section 2. Official Year. The Club's ***official*** year shall begin

immediately at the conclusion of the annual meeting and shall continue to the conclusion of the next annual meeting. The elected Officers and Governors shall take office immediately upon their election and each succeeded Officer and Governor shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.

ARTICLE IX Elections

Section 1. Term. The members of the Board shall be elected biennially at the time of the annual meeting held in even numbered calendar years to hold office for a term of two ***official*** Club years and until their successors are chosen and assume their duties.

Section 2. Nominations and Voting.

a). Qualifications of Candidates. No member may be a candidate in any Club election unless he has been nominated in accordance with these bylaws.

b). Nominations. The Nominating Committee shall nominate from among the eligible individual/life members in good standing one candidate for each office and for each other position on the Board and shall procure the acceptance in writing of each nominee so chosen. Not less than eleven weeks prior to the date of the biennial election meeting, the Nominating Committee shall submit its slate of candidates to the Corresponding Secretary who shall notify each member of the Club of the slate at least 10 weeks prior to the date of the biennial election meeting. The Corresponding Secretary shall include in this notification, the process by which members may nominate additional candidates and provide actual dates for each deadline.

c). Additional Nominations. Additional nominations of

individual/life members in good standing may be made by written petition addressed to and received by the Corresponding Secretary at least seven weeks prior to the biennial election meeting, signed by twenty individual/life members in good standing and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall 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. Nominations cannot be made at the annual meeting or in any manner other than as provided above.

Section 3. Ballots and Voting.

a). Unopposed Election. If one or more valid additional nominations are not received by the Corresponding Secretary at least seven weeks prior to the biennial meeting, the Nominating Committee's slate shall be declared elected at the time of the biennial meeting and no voting will be required.

b). Opposed Election. If one or more valid additional nominations are received by the Corresponding Secretary at least seven weeks prior to the biennial election meeting, the Corresponding Secretary, at least six weeks prior to the date of the biennial election meeting, shall mail to each individual/life member and affiliate club in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Corresponding Secretary or his designee marked "ballot" and bearing the name of the individual/life member and affiliate club to whom sent. So that ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall

be placed in the return envelope addressed to the Corresponding Secretary or to the person designated by the Corresponding Secretary to receive the ballots. To be valid, a ballot must be received by the Corresponding Secretary or his designee not less than one week prior to the day of such annual meeting. Three tellers shall be appointed by the President at least one week prior to such annual meeting and in the event that one or more tellers are unable to serve for any reason the President, as soon as this fact becomes known, shall appoint a substitute teller or tellers to act in place of the teller or tellers unable to serve. The ballots shall be delivered to the tellers by the Corresponding Secretary or his designee as early as practicable on the day of such annual meeting. The tellers shall promptly count the number of votes received by each candidate and report the result of the election to the membership meeting. The candidate receiving the largest number of votes for each position shall be declared elected.

c). Tie Votes. In the event that an equal number of votes is received by two or more candidates for the same position and no other candidate for such position receives a greater number of votes, the individual/life members and the identified representative from each affiliate club present at the meeting shall vote by secret written ballot on the candidates receiving such equal number of votes until one candidate receives a majority vote.

ARTICLE X Committees

Section 1. Standing Committees. All Standing Committees shall consist of the number of members so specified, each of whom shall have been a member in good standing for a minimum of four years.

a). Membership Committee. The Membership Committee

shall consist of not less than three or more than six members nominated by the President and approved by the Board. The committee shall investigate and review all applications for individual membership, making a diligent inquiry into the background of the applicant to ascertain that the applicant has acquired significant knowledge of the Breed Standard, has conducted himself with good sportsmanship, and has exhibited good character in matters important to the Club and the Breed. Upon completion of such inquiry, the Committee Chairman shall transmit the application, with the Committee's written recommendation, to the Board.

b). Nominating Committee The Nominating Committee shall be appointed by the Board not less than thirteen weeks before the biennial election meeting. It shall consist of three members and one alternate, none of whom shall be members of the then current Board.

The Committee shall nominate from among the individual/life members in good standing, one candidate for each office and each other position of the Board, and shall procure the written acceptance of each nominee as chosen. The Committee shall thereafter submit its slate of candidates to the Corresponding Secretary not less than eleven weeks prior to

the date of the biennial election meeting.

c). Audit Committee. The Audit Committee shall consist of three members nominated by the President and approved by the Board not later than the first day of March in each year. The Committee shall examine the records of the Treasurer and audit the Treasurer's books and report its findings to the Board within one hundred twenty days of the end of the prior fiscal year. Such report shall thereafter be *made available* to the members as soon as practicable. Not more than one

member of the Board may serve on the Audit Committee and in no event shall the Treasurer be a member of the Audit Committee. The Committee may retain a professional accountant at Club expense to assist it and may adopt the report of such accountant as its report.

d). Standard of the Breed Committee. The Standard of the Breed Committee shall be consist of an odd number of individual/life members, but not less than three, nominated by the President and approved by the Board. It shall from time to time review the Standard of the Breed and give its recommendations for any changes to the Board.

Section 2. Additional Committees. Additional special committees may be nominated by the President and approved by the Board to advance the work of the Club in such matters as dog shows, field trials, obedience trials, other Club events, trophies, prizes, and other functions which may well be served by committees.

Section 3. Quorum. A majority of any committee of the Club shall constitute a quorum in order to conduct committee business.

Section 4. Methods of Conducting Business. Any committee of the Club may promulgate rules governing its meeting procedures and administration except as otherwise provided in these bylaws. Committees may conduct business in the same manner as the Board of Governors as further described in Article VI, Section 4.a.

Section 5. Board Authority. All committees shall always be subject to the final authority of the Board. 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 XI Affiliate Club Council

Section 1. Purpose. The Affiliate Club Council shall serve in a liaison capacity between the Board and the affiliate clubs, assisting the Board in formulating policies and establishing standards of practice for affiliate clubs, receiving and reviewing reports of the activities of the affiliate clubs, assisting the affiliate clubs in developing constructive programs and activities in line with the objectives of the Club, providing a forum for the exchange of ideas among the affiliate clubs, making recommendations to the Board on pertinent matters and communicating to the affiliate clubs the activities and policies of the Club.

Section 2. Composition. The Affiliate Club Council shall be composed of the 2nd Vice President, who shall be its Chairman, and one Affiliate Club Representative from each Affiliate Club.

Section 3. Affiliate Club Representative. Each Affiliate Club shall be represented by an Affiliate Club Representative who shall be designated by such Club to act in that capacity. The representative shall have the right to attend and to vote as authorized or directed by the affiliate club he represents at membership meetings of the Club and meetings of the Affiliate Club Council. An alternate to the representative may be designated by each affiliate club, who shall be a member in good standing of the affiliate club and who, in the event the representative is not present at a membership meeting of the Club or a meeting of the Affiliate Club Council, shall have the right to attend in place of the representative and to vote as directed or authorized by the affiliate club he represents.

Section 4. Meetings. The Affiliate Club Council shall meet not less than once in each official year in conjunction with any Club meetings as approved by the Board. The 2nd Vice President shall notify each Affiliate Club and Representative of such meeting at least fourteen days prior to the date of the meeting.

ARTICLE XII Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from all the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of $100 dollars which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board, or present them at a Board meeting and the Board 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 considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club, or of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a special committee of not less than three members of the Board, not less than three nor more than six weeks thereafter. The Corresponding Secretary shall promptly send a copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance

that the defendant may appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board or special committee shall have complete authority to decide whether counsel may participate in the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or special committee may by a majority vote of those present, either reprimand (A written reprimand directed exclusively to the member may be somewhat detailed, but an official reprimand should only indicate that subsequent to a Board hearing, “member X was officially reprimanded as a result of charges filed by member Y”); or, suspend defendant from all privileges of the Club for not more than six months from the date of the hearing or until the next membership meeting if that will occur after six months; and, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case the suspension shall not restrict the defendant’s right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or special committee. Immediately after the Board or special committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding 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 Club may be accomplished only at a regular or special membership meeting of the Club following a hearing and upon the recommendation of the Board or special committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his own behalf though no

evidence shall be taken at this meeting. The President shall read the charges, findings and recommendations, and shall invite the defendant, if present, to speak on his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the suspension shall stand.

ARTICLE XIII Amendments to Bylaws and Breed Standard

Section 1. Amendments. Amendments to the Bylaws and the Standard of the Breed may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by twenty five percent of the individual/life members in good standing. The Corresponding Secretary shall *notify* AKC of such proposed amendment(s) within fourteen days of receipt for the purpose of AKC evaluation and approval. Within fourteen days of receipt of AKC evaluation and /or approval, the Corresponding Secretary shall *notify* the members of the proposed amendment(s), AKC evaluation and/or acceptance, and final Board recommendation of such proposed amendment(s) for vote by the individual/life members and affiliate clubs.

Section 2. Voting. These Bylaws and the Standard of the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each individual/life member and each affiliate club accompanied by a ballot on which he may indicate his choice for or against the action to be taken. In order to insure the secrecy of the vote dual envelope voting procedures further specified in Article IX, Section 2b). shall be utilized. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Corresponding Secretary to be counted. A

favorable vote of 2/3 of the individual/life members and affiliate clubs in good standing whose ballots are returned within the time set shall be required to effect any such amendment.

Section 3. AKC Approval. No amendment to the Bylaws or to the Standard of the Breed adopted by this Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE XIV Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the individual/life members in good standing. 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 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.

ARTICLE XI Parliamentary Procedure

The rules contained in the most current edition of ***Robert's Rules of Order*** shall govern the Club in all cases to which they are applicable and in which they are not consistent with these Bylaws and any other special rules of order the Club may adopt.