

GERMAN PINSCHER CLUB OF AMERICA, Inc.

CONSTITUTION

ARTICLE 1

Names and Objects

SECTION 1. The name of the Club shall be the German Pinscher Club of America, Inc.

SECTION 2. The objectives of the Club shall be:

- (a). to encourage and promote quality in the breeding of purebred German Pinschers and to do all possible to bring their natural qualities to perfection;
- (b). to encourage the organization of independent local German Pinscher Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- (c). to urge members and breeders to accept the standard of the breed, as approved by the American Kennel Club, as the only standard of excellence by which the German Pinscher shall be judged;
- (d). to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, tracking tests and other events;
- (e). to conduct sanctioned matches, specialty shows, obedience trials, tracking tests *and events for which the club is eligible under the rules and regulations of the American Kennel Club.*

SECTION 3. 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. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

Approved by the American Kennel Club 2006

BY-LAWS
ARTICLE I
Membership

SECTION 1. Eligibility. There shall be three types of membership, regular, foreign, and junior:

- (a). Regular/household (more than one member residing at the same address) memberships shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Each regular/household member over the age of 18 is entitled to one vote and may hold office.
- (b). Foreign membership shall be open to all persons eighteen years or older who subscribe to the purposes of this club but would not be entitled to a vote or to hold office.
- (c). Junior membership shall be open to persons 10-17 years of age. They may not vote or hold office, but may convert to regular membership upon reaching their 18th Birthday.

SECTION 2. Dues. Membership dues shall be set by the Board of Directors by a 2/3 majority vote. Increases in dues shall not occur more frequently than once in a two year period. Dues are payable on or before the 1st day of January of each year. Persons having their membership approved in October, November or December are considered fully paid for the following year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to sign the code of ethics and abide by these constitution and by-laws and the rules and regulations of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of one member in good standing who shall complete the introductory section of the applicant's application. Accompanying the application, the prospective member shall submit dues payment for the current year. Dues payment will be cashed upon receipt. A refund will be sent to any applicant who is not accepted to membership.

The name of new applicants shall be given to the newsletter editor without delay for inclusion in the next GPCA newsletter to allow for member input. New applicants shall be voted on by the Board within a month after being printed in the GPCA newsletter. All applicants shall be notified in writing the results of the Board of Directors' vote. Affirmative votes of 2/3 of the Board

voting shall be required to elect an applicant. An applicant that has received a negative vote by the Board must wait until the next annual meeting to reapply. After that period, the applicant may be presented by the applicant's endorser at the next annual meeting of the club and the membership elects such applicant by a secret ballot and a favorable vote of 75% of the members present.

A newly elected member shall receive from the Corresponding Secretary, or a designated person such as the membership committee chairman, a new member packet that shall include the Club's Constitution and by-laws, the Breed Standard, and GPCA Code of Ethics.

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 Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each calendar year.

(b). by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 31 days after the first day of the calendar year; however, the Board may grant up to 60 days of grace to such delinquent members. 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

SECTION 1. Annual Meeting. The annual meeting shall be held in conjunction with the National Specialty between the first week of September and the last week of November of each year at a place, date, and hour designated by the Board of Directors 60 days before the National Specialty Show. Members shall be notified at least 30 days prior to the meeting either by mail or by publication in the Pinscher Press. The quorum for the annual meeting shall be 10% 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 at a meeting of the Board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 20% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors.

Written notice of such meeting shall be mailed by the Corresponding Secretary 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. The quorum for such a meeting shall be 15% of the members in good standing.

SECTION 3. Board Meetings. Meetings are defined as gatherings where attendees see and/or hear each other. This includes meetings (in person) “physically” in the same room or conducting a meeting by video conference or teleconference. The annual Board meeting shall be held before the annual membership meeting. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Corresponding Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, FAX, E-mail or telephone conference call.

SECTION 4. The Board of Directors may conduct its business by mail, FAX, email, a private internet forum, or telephone conference call through the Recording Secretary. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

- (a) Every Board member shall be enabled to participate in the electronic conduct of its business;
- (b) The verification of each participant’s eligibility to participate in the electronic conduct of its business to determine that the participant is a Board member entitled to participate in the electronic conduct of such business;
- (c) The verification of Board members eligible to participate in the electronic conduct of its business and are receiving all data and information that is disseminated through the electronic process;
- (d) That all Board members have agreed to the conduct of its business through electronic process.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the five Officers and five other persons, all of whom shall be members in good standing who are residents of the United States. Three of the Board members shall be elected with 4 Officers (President, Vice President, Treasurer, and Recording Secretary) to serve a two year term. Two other Board members shall be elected to a two year term with the Corresponding Secretary and AKC Delegate

(a non-voting member of the Board) on alternate election years. Each of the five elected Board members shall serve until the next bi-annual election for his class and shall commence his two year term on June 1, following his election. They shall be elected as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors who will participate in all discussions, vote, and perform duties as required.

An Officer or Board member may request an emergency leave of absence for up to 1 month per year. The dates of the absence must be given and the absence must be approved by the Board. During the absence, another board member shall be assigned to perform the missing officer's duties.

Any Officer or Director who fails to attend three consecutive Board meetings or misses 3 consecutive votes without explanation or does not perform their duties as prescribed in the by-laws, without just cause as determined by the Board, will be deemed to have vacated his/her position unless just cause was determined by the Board.

Removal from Office: Dereliction of duty is an offence that can result in removal from office. Any officer or board member who is neglectful of their duties or obligations as prescribed in the by-laws and GPCA Administrative Guidelines for the office can be removed by a 2/3 vote of the entire Board of Directors. Dereliction of duties includes, but is not limited to, not voting or participating in discussions of business, not responding to phone calls concerning GPCA business or responding to email. The officer/board member will be replaced as specified in ARTICLE III, SECTION 3.

SECTION 2. Officers. The Club's Officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and AKC Delegate shall be elected for a two year term, commencing June 1, following their election as provided in Article IV, and serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. No more than two consecutive terms can be served by the offices of the President, and Vice-President.

(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 by 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. The Vice-president will participate in all discussions, vote, and perform other duties as required.

(c). The Corresponding Secretary shall receive applications for active membership and prepare a monthly list of applicants and their endorsers for action by the Board; he shall coordinate with the Treasurer and send all dues from new members to the Treasurer promptly; he shall have charge of the correspondence as approved by the President, 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. The membership chairman may assist the Corresponding Secretary with membership duties, except for ballots, as directed by the Corresponding Secretary.

The Corresponding Secretary shall be elected for a two year term and there shall be no limitation on the number of consecutive terms served, if elected by the membership.

(d). The Recording Secretary shall make and preserve the records for all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club; he shall record minutes of Club meetings and the annual meeting or any special meetings and shall assist in the preparation of such records as are necessary for the conduct of the Club's business. The minutes of the Club's meetings shall be published in the GPCA newsletter following the meetings. All records of minutes shall be maintained and made available to GPCA members on request.

Additionally, the Recording Secretary will provide the Board of Directors minutes for each GPCA newsletter to be printed quarterly. The minutes will reflect business concluded during that time period by email or in an Internet polling booth. The minutes will contain those motions concerning GPCA business, those voting, those absent, and the tally. The motion must be complete, not a summary. These minutes will not show the tally on motions to approve new members, just that they were approved or disapproved (see Article I, Section III above). Motions concerning members that did not come to fruition will be included at the Board of Directors discretion. The Secretary will avoid including matters that will harm or humiliate a member or potential member.

Disciplinary actions are to be conducted in executive session and will not be published.

The Recording Secretary shall be elected for a two year term and there shall be no limitation on the number of consecutive terms served, if elected by the membership.

(e). The Treasurer shall collect and receive all moneys due to or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The signatures of the President, Corresponding Secretary and Treasurer must be on record at the bank. The Treasurer's books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. Budgeted funds shall be disbursed as directed by the Board, President or the membership, at the annual meeting. An annual operating budget shall be prepared two months before the beginning of each fiscal year to be approved by the Board. A quarterly operating statement is to be prepared for the Board and an annual report is to be presented to the membership and published in the Pinscher Press. The Treasurer shall be elected for a two year term and there shall be no limitation on the number of consecutive terms served, if elected by the membership. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(f). AKC Delegate. Among other duties will report to the membership of the club all actions and matters of discussions held at the AKC quarterly delegates meeting. The AKC Delegate is a non voting member of the Board of Directors.

(g). The GPCA newsletter is the official communication media of the GPCA officers for communicating GPCA business to the members. Additionally, the secretary can send official information to the members as necessary. The GPCA website is for educating the general public.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next election of their term following the vacancy by a majority vote of all the then members of the Board; 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.

SECTION 4. Business (voting). The Board of Directors may conduct its business by mail, internet forum, email, or telephone provided it does not conflict with any other provision of these by-laws. (See Section I above). All Board Members must agree upon the means of communication. Items voted upon by telephone conference call must be confirmed in writing within seven (7) days. See ARTICLE II Section 4. The following will apply to business/voting by electronic means:

- 1.) Every Board member must have (or be provided with) the means and agree to participate in this form of communication.
- 2) Records of all votes must be kept by the Recording Secretary.
- 3) Board members not voting within seven (7) days of the deadline will be contacted by email, telephone, or FAX.
- 4) Electronic voting on the internet will be done in a secure voting booth in an internet forum.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin on the first day of June and end on the 31st day of May. The elected Officers and Board members shall take office on the first day of June following their election and each retiring officer shall turn over to his successor all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. At the annual meeting or a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting. Voting for the annual election of Officers, AKC Delegate, Directors, amendments to the constitution and by-laws, the standard for the breed, and the GPCA Code of Ethics shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision by written ballot cast by mail.

SECTION 3. Election. The bi-annual election of Officers as described in Article III, Section I, shall be conducted by mail ballot and reported in the Pinscher Press or by mail. Ballots to be valid must be received by the Corresponding Secretary or such independent professional firm as is designated by the Board at the address given on the return envelope by May 20. If a professional service is not used, ballots shall be counted by three inspectors of the election who are members in good standing and neither members of the current Board nor candidates on the ballot and who shall be chosen by the Board of Directors. Provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

If there is a tie vote between candidates running for a Board of Director position, there shall be a tie-breaker vote by mail. (Board is defined as 5 officers and 5 Board members). Any further tie votes shall be decided by a vote of the newly elected Board of Directors.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before January 15th. The Committee shall consist of three members from different areas of the United States, and two alternates all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail or telephone. The Nominating Committee shall procure the acceptance of each nominee chosen and a resume from each nominee.

(a). The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and a candidate for the Delegate to the American Kennel Club and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he resides, to each member of the Club on or before March 1, so that additional nominations may be made by the members if they so desire.

(b). Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and postmarked on or before April 1, signed by five members in good standing and accompanied by the written acceptance and resume of each such additional nominee signifying his willingness to be a candidate. Except for the position of AKC Delegate, no person shall be a candidate for more than one position.

(c). If no valid additional nominations are postmarked on or before April 1, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d). If one or more valid nominations are postmarked on or before April 1, the Corresponding Secretary or an independent professional firm designated by the Board shall, on or before May 1, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Corresponding Secretary or designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. So that the

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 second envelope addressed to the Corresponding Secretary or designated professional firm postmarked by May 20. The inspectors of election or designated professional firm shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be reported in the Pinscher Press or special mailing.

(e). Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, 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 of Directors. Special committees may also be appointed by the Board to aid on particular projects.

SECTION 2. The committee chairman shall present the Board of Directors an annual report prior to the annual meeting.

SECTION 3. 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 for these persons whose service has been terminated.

ARTICLE VI Discipline

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

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25.00 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 interests of the Club

or of the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or Committee of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one 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 personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board or Committee 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 the hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee 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, or until the next annual meeting if that will occur after six months. And, if it deems that punishment is insufficient, the Board of Directors may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's rights to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding 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 the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at the meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and by-laws, the Standard for the breed, or the Code of Ethics may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition

shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The Board reserves the right to have all proposed amendments to the Club's Constitution and By-Laws reviewed by counsel and the AKC before being submitted to the membership. No amendment to the constitution and by-laws will be accepted if they are not approved by AKC.

SECTION 4. The Constitution and by-laws, Code of Ethics, or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot 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. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 5. No amendment to the Constitution and by-laws or to the Standard of the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, 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 IX

Order of Business

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

Roll Call
Minutes of last meeting
Report of President
Report of Corresponding Secretary
Report of the Recording Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

SECTION 2. At the 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 the Corresponding Secretary
Report of the Recording Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

ARTICLE X 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 by-laws and any other special rules of order the Club may adopt.