

APC

Constitution & Bylaws

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American Pomeranian
Club, Inc.

THE CONSTITUTION AND BYLAWS OF THE AMERICAN POMERANIAN CLUB

Section 1. The name of the Club shall be THE AMERICAN POMERANIAN CLUB (INC.)

Section 2. The objects of the Club shall be:

- a. To promote the public's knowledge and appreciation of dogs in general and Pomeranians in particular;
- b. To encourage and promote quality in the breeding of pure-bred Pomeranians and to do all possible to bring their natural qualities to perfection;
- c. To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of Pomeranians;
- d. To support and promote study and research on the history, character, breeding, genetics and particular health problems of the Pomeranian;
- e. To acknowledge and advance the critical role of an AKC recognized parent club in providing education, health research and support of rescue and reduction of overpopulation for the benefit of the general public, purebred dogs and Pomeranians in particular;
- f. To encourage members and breeders to strive for the prevention of cruelty to animals, particularly Pomeranians.
- g. To encourage the organization of independent local Pomeranian Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- h. 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 Pomeranians shall be bred to and judged;
- i. To do all in its power to protect and advance the well being and best interests of the breed and to encourage sportsmanlike competition at dog shows, obedience, agility and rally trials, and other such activities and events as may be held under the rules and regulations of the American Kennel Club.
- j. To conduct activities including sanctioned matches, specialty shows, obedience, agility and rally trials, and other such activities and events as may be held 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 Bylaws as may be required to carry out these objects.

ARTICLE I - Membership

Section 1. Eligibility. There shall be six (6) types of membership.

- a. Regular Membership shall be open to all persons residing in the United States who are 18 years of age and older, who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club and the Code of Ethics.
- b. Foreign Membership shall be open to all persons residing in countries other than the United States who are 18 years of age and older and who subscribe to the purposes of this Club. Foreign Members may not vote and are not eligible to hold office
- c. Life Membership The number of Life Members shall be limited. Nominations for Life Membership are made only by the Board upon the consent of the person so nominated. To be eligible for Life Membership a member must have held membership in the Club continuously for at least twenty (20) years. Life Membership is bestowed only in recognition of exceptional service to the Club and/or the breed and requires a two-thirds (2/3) majority vote of the entire Board of Directors whose votes must be received within a specified time limit. Life Members shall enjoy all the privileges of Regular Membership except they shall be exempt from paying dues.
- d. Household Membership shall be open to two persons, 18 years of age and older, residing in the same household, who are residents of the United States and who subscribe to the purposes of this Club. Household members shall each have one vote and shall each be eligible to hold office.
- e. Associate Membership shall be open to persons 18 years of age and older, who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club and the Code of Ethics. Associate members may not vote, hold office, or serve as a committee chair; hence associate members are not included in the makeup of a quorum.
- f. Junior Membership shall be open to persons under 18 years of age who subscribe to the purposes of this Club. Junior members cannot vote or hold office. Junior membership may be converted to regular membership upon reaching their 18th birthday. Election will follow the same process as for regular membership. Juniors will not be assessed dues.

Section 2. Dues.

Regular, Associate, Household and Foreign Membership dues shall be set by the Board each year not to exceed \$150 per year. Dues are payable on or before December 31st of each year. No member may vote whose dues are not paid.

During the month of October notice of dues shall be sent to each member by the Membership Chairperson. Members joining on or after the first day of August in any year, and paying their dues, will be credited as paid to the 31st of December of the ensuing year, but may not vote during the remainder of the current fiscal Club year as defined in ARTICLE V of these Bylaws.

Section 3. Election to Membership.

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors ~~and~~ which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the Code of Ethics and the rules of the American Kennel Club.
- b. The application shall state the name, address and occupation of the applicant and shall carry the written endorsement of two (2) members in good standing who have known the applicant for more than two (2) years and who do not reside in the same household.
- c. A non-refundable application fee shall be set by the Board each year not to exceed \$100 and refundable dues payment shall accompany the application. The completed application and appropriate fees will be submitted to the Membership Chairperson who shall determine if it is in order and if so, shall promptly send the application to the Board and the fees to the Treasurer.
- d. Applicants for Associate Membership follow the same process as for Regular Membership with the exception of sponsors. Sponsors may reside in the same household and do not have to have known the applicant for two (2) years.
- e. Applicants shall be elected by secret ballot at any meeting of the Board of Directors. Affirmative votes of two-thirds (2/3) of the Directors present and voting at a meeting of the Board shall be required to elect an applicant. An application which fails to receive the required number of affirmative votes may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club. The membership shall elect such applicant by secret ballot by a favorable vote of seventy-five (75%) percent of the members present and voting.
- f. An Associate member may apply for Regular Membership after a period of two (2) years, by sending a letter of intent to the Membership Chair, which shall be shared with the Board of Directors. Election will follow the same process as for Regular Membership applicants.

Section 4. Members in Good Standing.

A member in good standing shall be any duly elected member, in accordance with Article I, Section 3, who has met his financial obligations to the Club, including dues and all other amounts that the member has become obligated to pay, or return of property belonging to the Club or any committee thereof and is not suspended by AKC or the Club.

Section 5. Termination of Membership.

- 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 1st day of January of each year.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of the first day of February of each year; however, the Board may grant an additional period of grace until the first day of April to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid, subject to provisions contained in SECTION 2 of this ARTICLE I and in ARTICLE VI, SECTION 2.
- c. By expulsion. A membership may be terminated by expulsion as provided in ARTICLE VIII of these Bylaws.

ARTICLE II – Meetings

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held in conjunction with the Specialty Show, at a date, place and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten (10%) percent of the members in good standing

Section 2. Regular Meeting.

Regular meetings may be called in conjunction with the Roving Specialties hosted by Regional Clubs. Written notice of the regular meeting shall be sent by the Corresponding Secretary at least 30 days prior to the date of the meeting. The quorum for a Regular Meeting shall be ten (10%) percent of the members in good standing. If there is no quorum, motions made and seconded shall appear in the next monthly agenda for decision by the Board.

Section 3. Special Club Meetings.

Special 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 must be called by the Corresponding Secretary upon receipt of a petition signed by ten percent (10%) of the members in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice as

provided in Section 6 of this Article of such meeting shall be sent by the Corresponding Secretary at least fourteen (14) days and not more than thirty (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 thereat. The quorum for such meeting shall be ten percent (10%) of the members in good standing.

Section 4. Board Meetings.

Meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Written notice as provided in Section 6 of this Article of each such meeting shall be sent by the Corresponding Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board.

Section 5. Meetings.

As used in these Bylaws Board meetings shall be defined as gatherings where attendees simultaneously see or hear each other. This includes meeting in-person (physically in the same room) or conducting meetings by videoconference or teleconference.

Section 7. Form of Notice.

Whenever notice is required, such notice may be given in writing by depositing the same in the United States mail or by sending by email notice. If notice is given by email, such notice shall be provided in accordance with the electronic mail notification for Board Meetings and General Club Meetings policy of the American Kennel Club, effective January 1, 2006, and State laws, and as such policy may be thereafter amended.

ARTICLE III – Board of Directors.

Section 1. Composition.

- a. The Board of Directors shall be comprised of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and six (6) other persons, all of whom shall be members in good standing and who are residents of the United States.
- b. They shall hold office for two year(s) or until their successors are elected.

Section 2. Eligibility.

- a. No person may be elected to the Board who has not been a Regular member of the Club in good standing for a minimum of five (5) consecutive calendar years prior to the election.
- b. Only one person from an individual household may be nominated to serve on the Board at any one time.
- c. Each Board member shall be responsible for conducting board business through regular participation in Board meetings.
- d. To be eligible for nomination and election to the office of Treasurer it is mandatory that the candidate be fully aware of current standard accounting practices, must own or have full access to a computer, and must be familiar with the use of suitable software.

Section 3. Powers and Duties.

- a. General management of the Club's affairs and the control of its property shall be entrusted to the Board of Directors, exercising those powers and performing those duties specified in these Bylaws and transacting the general business of the Club not otherwise provided for in these Bylaws. The President and/or the Board acting as a body shall have an unqualified right of access to the books, records and files of the Club.
- b. The duties of all Board members include participation in all meetings and voting on all motions before the Board at meetings at which the Board member is in attendance. Attendance in person at the Annual Board and Annual Meeting is expected.

Section 4. Officers.

The Club officers consisting of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both in regard to Club and Board at its meetings.

- a. The President shall be the chief executive officer of the Club, shall preside at all meetings of the membership and of the Board, 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. The President shall be an ex-officio member of all committees except the Nominating Committee, and may take part in the deliberations of such committees, but shall not have a vote as a committee member. Upon completion of the term of office, the President, if not re-elected President or elected to another office in the Club, shall become an ex-officio member of the Board of Directors in an advisory capacity, but shall not vote except as a regular member of the Club.
- b. The President may hold office for two (2) consecutive terms only. After an interval he or she may again hold the Office of President. The term shall be from January 1st to December 31st of the second year.
- c. The Vice-Presidents, in their order, shall perform the duties and exercise the powers of the President in case of the President's absence, incapacity or death, and shall perform such other duties as assigned by the Board.
- d. The Recording Secretary shall record all of the proceedings of the meetings of the membership and of the Board in a book kept for that purpose; shall mail or send to all members of the Club a copy of the minutes of all Membership Meetings or otherwise inform the membership of the proceedings of these meetings through the medium of the Club's official publications; shall provide the Members of the Board with copies of the Minutes of all Board meetings within thirty (30) days of the date such Board meeting was held; shall act as

custodian of the Club Seal, Articles of Incorporation, and of all records submitted to him or her and of the books and records pertaining to this office; and shall perform such other duties as assigned by the Board.

- e. The Corresponding Secretary shall conduct the correspondence of the Club; shall maintain a record of the membership of the Club and in the month of March shall prepare and mail or send to each member a list of all members whose dues are paid as of January 31st showing each such member's complete address and phone number; shall notify newly elected applicants of their membership and furnish them with copies of the Club's Constitution and Bylaws, the breed standard and the current membership list; shall issue notices of all meetings, mail lists and ballots to all members as required by these Bylaws; and receive such nominations back from the members, shall hold all dies and medallions belonging to the Club, ~~and~~ such books, records and correspondence which he or she is required to keep or which come into his or her possession by virtue of this Office; and shall perform such other duties as his or her office may require or as assigned by the Board.
- f. The Treasurer shall collect and receive all moneys due to or belonging to the Club; deposit same in a bank approved by the Board, in an account in the name of the Club; shall at all times keep his books and records open to inspection by the Board; shall render a monthly written profit/loss statement and balance sheet to the Board of the condition of the Club's finances and every item of receipt or payment not previously reported; shall provide a quarterly profit/loss statement and balance sheet for publication in the medium of the Club's official publication and the website. The Treasurer shall close the books on December 31st of each year and submit them to the Auditing Committee (Article VII, Section Ib) together with an Annual Report in writing. A copy of the written Annual Report shall be sent to each member of the Board, and a copy shall be published in the Annual Roster and the website. In January the Treasurer shall submit to the Board the names of those members who are in arrears of their dues.

The Treasurer shall hold such fiscal books and records belonging to the Club which come into his or her possession by virtue of this Office, and shall perform such other duties as this Office may require or as assigned by the Board. The Treasurer shall be bonded in such amount as the Board shall determine.

Section 5. Directors. The Directors shall perform such duties as prescribed in these Bylaws or as assigned by the Board.

Section 6. One (1) or more persons may be appointed by the Board to assist the officers above in the performance of their duties.

Section 7. Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next Annual Election 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 First Vice-President; the Second Vice-President shall accede to the office of First Vice-President and the resulting vacancy in the office of Second Vice-President shall be filled by the Board.

Section 8. Misconduct or Dereliction of Duty in Office.

Misconduct shall be construed to be the failure of a Board member (Officer or Director) to abide by this Constitution and Bylaws. A dereliction of duty shall be construed to be the failure of any Board member to perform the duties of the Board position elected to, as outlined in these Bylaws. Dereliction of duty shall include, but not be limited to, missing two (2) consecutive board meetings, or missing three (3) cumulative board meetings without just cause in any Club year. If a meeting is missed, the Director must send an explanation to the Board. Failure to comply with this policy could result in the absences being an accepted resignation of that Director from the Board.

ARTICLE IV – Delegate to the American Kennel Club

Section 1. A Delegate to the American Kennel Club shall be appointed by the Board to serve for either a one (1) year, two (2) years, or three (3) years with unlimited re-election or appointment and when approved by the American Kennel Club, shall represent the Club at meetings of the Delegates to the American Kennel Club, voting his or her conscience unless otherwise instructed by the Board or by the membership.

Section 2. A written summary of all Delegate Meetings, together with a report of how the Delegate voted on all matters brought before the Delegates to be voted on, shall be rendered to the Board. A copy of this report and vote results shall also be published on the website and in the next issue of the Pomeranian Review. The Delegate may also hold an additional office either by election or in the manner prescribed under Article III, Section 6. The Delegate shall assist the Board in an advisory capacity and shall have voting authority only if also a member of the Board. The Delegate may also vote as a regular member of the Club.

ARTICLE V – Fiscal and Official Year

Section 1. Fiscal Year.

The Club's fiscal year shall begin on the 1st day of January of each year and end on the 31st day of December of the same year.

Section 2. Official Year.

The Club's official year shall begin on January 1st of each year and conclude on December 31st of the same year. The elected Officers and Directors shall take office on January 1 of the year following their election and serve terms of two years each. Each succeeded Officer and Director, with the exception of the Treasurer, shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after January 1. The Treasurer shall submit to the Auditing Committee for audit such fiscal records from the previous year as have not yet been audited prior to their transfer to the newly elected Treasurer.

Section 3. Elections.

- a. If no valid additional nominations are received by the Corresponding Secretary on/ or before October 1st, the Nominating Committee's slate shall be declared elected by acclamation and no balloting will be required.
- b. If one or more valid additional nominations are received by the Corresponding Secretary on or before October 1st, the Corresponding Secretary, professional service or independent firm shall prepare a ballot listing in alphabetical order all of the nominees for each contested office or position and on or before October 15th shall mail such ballot to each member in good standing, except those new members joining on or after August 1st of the current year, together with a blank envelope marked "Ballot" and a return envelope addressed to the professional service or independent firm bearing the name of the member to whom it was sent.
- c. So that ballots may remain secret, each voter, after marking his or her ballot, shall seal it in the blank envelope marked "Ballot" which shall be placed in the second envelope addressed to the professional service or independent firm. To be valid, a ballot must be received by the professional service or independent firm not later than November 15th.
- d. The Corresponding Secretary shall provide the professional service or independent firm a list of members, other than those new members joining on or after August 1st of the current year, who are in good standing and whose dues were paid as of the date on which the ballots were mailed to the membership. The professional service or independent firm shall certify returned ballots and eligibility of the voters.
- e. 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, a second balloting to break the tie shall be conducted and the marked ballots returned to the professional service or independent firm who shall count the votes to break the tie and inform the nominees of their election. All members in good standing whose dues are paid for the current year shall be entitled to receive a ballot and cast a vote, subject to Article I, Section 2, Article I, Section 4 of this Article of these Bylaws.
- f. The professional service or independent firm shall send the teller's report to the Corresponding Secretary who shall promptly send a copy of the election results to each member of the Board, to each nominee, the webkeeper for publication on the website, and to the editor of the Pomeranian Review for publication in the next issue. Election results shall be published no later than November 30th.

ARTICLE VI – Voting, Nominations, Elections

Section 1. Voting.

At the Annual Meeting, a General Meeting, or a Special Meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the election of the Board of Directors, revisions to the breed standard and amendments to these Constitution and Bylaws which 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 of the members by written ballot cast by mail.

Section 2. Nominations.

- a. No person may be a candidate in the Club Election who is not in good standing as described in Article 1, Section 4 and who has not been nominated in accordance with these Bylaws
- b. A Nominating Committee shall be appointed by the Board in the manner set forth below. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing, no more than one of whom shall be a member of the current Board of Directors. The Board shall designate the Chairperson for the Committee. The Nominating Committee may conduct its business by mail, telephone, video conference, or electronic mail.
- c. In April of an election year, each Board Member shall nominate and submit to the Recording Secretary by April 20th the names of no more than three (3) persons to serve on the Nominating Committee. All nominees shall be listed in the May agenda to be voted on by the Board. The three (3) nominees receiving the most votes shall constitute the Nominating Committee, with the next two (2) runners-up serving as alternates. The Recording Secretary shall inform those persons elected to the Nominating Committee by June 1st.
- d. The Nominating Committee shall nominate from among the eligible members of the Club 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. The Committee shall then submit its slate of candidates on or before August 15th 1st to the Corresponding Secretary who shall mail the list to each member of the Club on or before the 1st day of September so that additional nominations may be made by the members if they so desire.
- e. Additional nominations of eligible members may be made in writing by five (5) members in good standing and accompanied by written acceptance of each such additional nominee signifying his or her willingness to be a candidate. All such petitions shall be addressed to, and received by, the Corresponding Secretary on or before October 1st. No person shall be a candidate for more than one position. Those members who have accepted a nomination of the Nominating Committee may not accept an additional nomination.

Section 3. Elections.

- g. If no valid additional nominations are received by the Corresponding Secretary on/ or before October 1st, the Nominating Committee's slate shall be declared elected by acclamation and no balloting will be required.
- h. If one or more valid additional nominations are received by the Corresponding Secretary on/or before October 1st, the Corresponding Secretary, professional service or outside organization shall prepare a ballot listing in alphabetical order all of the nominees for each contested office or position and on/or before October 15th shall mail to each member in good standing, except those new members joining

on or after August 1st of the current year, together with a blank envelope marked "Ballot" and a return envelope addressed to the service or outside organization bearing the name of the member to whom it was sent.

- i. So that ballots may remain secret, each voter, after marking his or her ballot, shall seal it in the blank envelope marked "Ballot" which shall be placed in the second envelope addressed to the professional service or outside organization. To be valid, a ballot must be received by the professional service or outside organization not later than November 15th.
- j. The Corresponding Secretary shall provide the professional service or outside organization a list of members, other than those new members joining on or after August 1st of the current year, who are in good standing and whose dues were paid as of the date on which the ballots were mailed to the membership. The professional service or outside organization shall certify eligibility of the voters.
- k. 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, a second balloting to break the tie shall be conducted and the marked ballots returned to the professional service or outside organization who shall count the votes to break the tie and inform the nominees of their election. All members in good standing whose dues are paid for the current year shall be entitled to receive a ballot and cast a vote, subject to Article I, Section 2, Article I, Section 4 and Section 2g of this Article of these Bylaws.
- l. The professional service or outside organization shall send the teller's report to the Corresponding Secretary shall promptly send a copy of the election results to each member of the Board, to each nominee, the web keeper for publication on the website, and to the editor of the Pomeranian Review for publication in the next issue.

ARTICLE VII – Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as its Specialty Shows, Obedience Trials, Annual Prizes, Membership and other fields which may well be served by Committees. Such Committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

- a. The Nominating Committee shall be constituted and perform its duties in the manner prescribed in ARTICLE VI, Section 2.
- b. The Audit Committee shall be appointed by the Board by December 31st and shall consist of three (3) members. The Committee shall examine the records of the Treasurer and audit the Treasurer's books and reports its finding to the Board within thirty (30) days. 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 this committee. The committee may retain a professional accountant to assist it and may adopt the report of such accountant as its report, the cost of such professional service to be paid by the Club.

ARTICLE VIII – Discipline

Section 1. American Kennel Club Suspension.

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

Section 2. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of one hundred (\$100.00) dollars which shall be forfeited if such charges are either not entertained by the Board in a hearing or not sustained by the Board or a Committee following a hearing. The Corresponding Secretary shall, within ten days, return receipt requested, send a copy of the charges to each member of the Board or present them at the next 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 the breed. If the Board considers 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 of a hearing by the Board or a Committee of not less than three (3) 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 with specifications to the accused member by certified mail, return receipt requested 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 of Directors 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 hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may, by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting if that will occur after six (6) 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 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.

ARTICLE IX - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws.

ARTICLE X – AMENDMENTS

Section 1. Amendments to the Constitution and Bylaws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by Twenty (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 the recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and Bylaws and 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 member accompanied by a ballot on which he may indicate his choice for/or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the professional service or independent firm to be counted, who shall send a copy of the teller's report to the Corresponding Secretary. The favorable vote of two-thirds (2/3) within the time limit shall be required to effect any such amendment. The dual envelope procedures described in Article VI, Section 2 shall be followed in handling such ballots, to assure secrecy of the vote.

ARTICLE XI – DISSOLUTION

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members other than for the purposes of reorganization. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds there of 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 XII – ORDER OF BUSINESS

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

- Roll Call
- Minutes of last meeting (If not previously published)
- Report of President
- Report of the Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of the Committees
- Election of New Members
- Unfinished business
- New business
- Adjournment

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

- Reading of Minutes of last Board Meeting
- Reports of the Secretaries
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment