

CONSTITUTION AND BY-LAWS

OF

THE BOXER CLUB OF SAN FERNANDO VALLEY

ARTICLE I

PURPOSE

Section 1 The name of the Club shall be **THE BOXER CLUB OF SAN FERNANDO VALLEY**

Section 2 The objectives of the Club shall be the following:

- a) To promote the responsible breeding of purebred Boxers and to bring their natural and working qualities to perfection;
- b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club and the parent breed club, the American Boxer Club, as the only standard of excellence by which the Boxer shall be judged;
- c) To support AKC conformation shows, obedience and agility trials, herding trials, to maintain a program of awards which will encourage sportsmanlike and honorable competition and to protect and advance the interest of the breed;
- d) To conduct sanctioned and licensed specialty shows and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- e) To initiate educational programs and promotional activities which will stimulate and extend public interest in the Boxer;
- f) For the members of the Boxer Club of San Fernando Valley to abide by those portions of the American Boxer Club's By-Laws and Code of Ethics which are applicable to the members of member clubs.

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 shall from time to time, revise such By-Laws as may be required to carry out these objectives.

ARTICLE II

MEMBERSHIP

Section 1 **ELIGIBILITY:** Membership shall be open to anyone who is ten years of age or older, in good standing with the American Kennel Club and subscribes to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a) An applicant must agree not to exploit his/her membership in The Boxer Club of San Fernando Valley. The applicant must display a sincere interest in the breed and agree to abide by the Constitution and By-Laws of the Club. Each applicant accepting membership in the Club expressly agrees to be governed by the American Boxer Club's code of Ethics.

Section 2 There shall be five (5) types of memberships. Dues may be increased to no more than the maximum noted for each type by a two-thirds (2/3) vote by the Board of Directors.

a) INDIVIDUAL MEMBER – shall be a member over the age of eighteen (18); that has been elected to membership in accordance with these By-Laws. Each Individual member shall be entitled to one vote and be eligible for election to the Board of Directors and committee positions. Maximum annual individual membership dues shall be \$30.00 per year.

b) HOUSEHOLD MEMBERSHIP – shall be two persons residing together, each over the age of eighteen (18) and each elected to membership in accordance with these By-Laws shall be eligible for a Household membership. Each member of the household shall have a single vote. Maximum annual household membership dues shall be \$45.00 per year.

c) JUNIOR MEMBER – shall be limited to persons who are at least ten (10) to eighteen (18) years of age, that have been elected to membership in accordance with these By-Laws. Each junior member shall be eligible for committee positions but may not vote or be elected to the Board of Directors. Junior members may automatically convert to a regular membership upon reaching their eighteenth (18th) birthday. Maximum annual junior membership dues shall be \$25.00.

d) ASSOCIATE MEMBER – shall be a member who desires to show support of the Club and has been elected to membership in accordance with these By-Laws. Associate members may not vote, hold committee positions or be elected to the Board of Directors. Applications should be filed with the Secretary but need not require sponsors or the approval process applicable to prospective regular applicants. Maximum annual associate membership dues shall be \$25.00.

e) HONORARY MEMBER – shall be a person who has shown outstanding service to the Club or the purposes of the Club. Nominees for Honorary Membership shall be reviewed by the Board of Directors and shall be elected by a voice vote of the members present at any regular meeting of the Club. Such members may not vote nor be elected to the Board of Directors. However, Honorary members may maintain a regular or household membership, if so desired, if they pay dues.

Section 3 Dues shall be paid on the first of January each year for the ensuing year. Members joining after the first calendar half of the year shall pay dues prorated on a semiannual basis. A statement of dues shall be mailed/mailed by the Treasurer no later than December 1st and shall be payable by January 1st. No member shall vote whose dues are not paid for the current year.

Section 4 Election to Membership: Each applicant shall apply on an official form, as approved by the Board of Directors, which shall provide that the applicant agree to abide by this Constitution and By-Laws and the rules of the American Kennel Club and the American Boxer Club. All applications are to be filed with the Treasurer. Accompanying the application, the prospective member shall submit dues payment of the current year. Applications shall be reviewed by the Board before being voted on by the general membership. The Board may choose to recommend the application or withhold recommendation. All applications shall be presented to the membership for a vote.

a) Prospective individual members must attend two general membership meetings and/or participate in two Club sponsored events before being voted upon by the general membership. Each application shall be acted upon at the first general membership meeting to occur after the two meetings and/or events attended by the prospective member.

b) Affirmative votes of two-thirds (2/3) of the members present and eligible to vote, by secret ballot, at the general membership meeting shall be required to elect the applicant to membership.

c) No applicant who has been rejected for membership may again be considered at any meeting held six (6) months after the date of the last rejection.

Section 5 GOOD STANDING: A member in good standing shall be defined as a member whose dues to the club are paid for the current year.

a) A member must attend four (4) events and/or meetings within the course of a calendar year to be eligible for awards or election to the Board of Directors.

Section 6 TERMINATION OF MEMBERSHIP: Any person whose membership is terminated for any of the reasons listed below shall receive notification from the Corresponding Secretary. Membership may be terminated by the following:

a) RESIGNATION – Any member may resign from the Club upon written notice to the Corresponding Secretary. No member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

b) LAPSING – A membership will be considered as lapsed and be automatically terminated if dues remain unpaid after the 31st of January of the current year. A member who allows his or her membership to lapse must reapply for membership in accordance with Article II, Section 4.

c) EXPULSION – A membership may be terminated by expulsion as provided in Article VII of this Constitution and By-Laws.

ARTICLE III

MEETINGS AND VOTING

Section 1 CLUB MEETINGS: There shall be a minimum of six (6) meetings of the Club annually within the greater San Fernando Valley area at such time and place as may be designated by the Board of Directors. Written notice of meetings shall be mailed/emailed by the Corresponding Secretary at least seven (7) days prior to the meeting. Written notice shall be via the U.S. mail or via internet e-mail, provided that the member has authorized this method of communication. The quorum for Club meetings shall be twenty (20) percent of the voting members in good standing.

Section 2 SPECIAL CLUB MEETINGS: Special club meetings must be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by three (3) members of the Club who are in good standing. Special club meetings shall be held at a reasonable time and place as may be designated by the person or persons to call such meetings. Written notice of special meetings shall be mailed or e-mailed, provided that the member has authorized this method of communication, by the Corresponding Secretary to members in good standing at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. The notice shall state the time, place and purpose of the meeting. No other Club business may be transacted at that meeting. The quorum shall be in accordance with Article III, Section 1.

Section 3 BOARD MEETINGS: The Board of Directors shall hold a minimum of three (3) meetings annually, and it shall meet at the discretion of the Board. Notice via U.S. mail or e-mail, provided that the board member has authorized this method of communication shall be sent by the Corresponding Secretary at least five (5) days prior to the date of the meeting. The quorum shall be a majority of the Board.

Section 4 SPECIAL BOARD MEETINGS: Special meetings of the Board must be called by the President or the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. The President shall designate the time and place of the meeting. The notice shall state the time, place and purpose of the meeting. Notice of special board meetings shall be mailed or e-mailed, provided that the board member has authorized this method of communication. No other business may be transacted at that meeting. A quorum shall be a majority of the Board.

Section 5 RULES GOVERNING SPECIAL MEETINGS: All Special Meetings shall be governed by Robert's Rules of Order, as pertains to special meetings.

Section 6 VOTING: Each member in good standing, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV

COMMITTEES

Section 1 The President, with Board approval, may appoint all standing committees, (except for the show and herding committees, whose chairs shall be elected by the general membership as Board of Director positions), to advance the work of the Boxer Club of San Fernando Valley and the Boxer as a member of the Working Group. These committees may include, but are not limited to: membership, By-Laws, specialty shows, obedience and agility trials, herding trials, tracking tests or other performance events, trophies, annual prizes, Club education and programs, Club fund raising and other issues which might well be served by committees.

Section 2 Any committee appointment may be terminated by a majority vote of the entire Board of Directors upon written notice to the appointee(s). The Board may appoint successors to those persons whose services have been terminated.

ARTICLE V

OFFICERS AND BOARD OF DIRECTORS

Section 1 BOARD OF DIRECTORS: The Board shall be comprised of a minimum of eight (8) members who shall be members in good standing and all of whom shall be elected for a term of one (1) year at the Club's annual meeting. They may serve in the same position for greater than one (1) year, provided that the general membership votes and agrees to their continuing term(s). They shall serve until their successors are elected. General management of Club affairs shall be entrusted to the Board of Directors.

- a) The outgoing President shall automatically be a voting member of the Board of Directors for one (1) year. In the event of a President's reelection, an elective director shall be elected by the membership.
- b) The Show Chairman shall be a member in good standing who shall be elected, for a term of one (1) year. S/he may serve in the same position for greater than one (1) year, provided that s/he is elected by the membership accordingly. The Show Chairman may appoint a committee to assist in organizing and operating sanctioned matches, point shows, obedience/rally trials, and other matches/test/shows/trials as the Club shall authorize. The Show Committee will act subject to the final approval of the Board.
- c) The Herding Trial Chairman shall be a member in good standing who shall be elected, for a term of one (1) year. S/he may serve in the same position for greater than one (1) year, provided that s/he is elected by the membership accordingly. The Herding Trial Chairman may appoint a committee to assist in organizing and operating herding trials as the Club shall authorize. The Herding Committee will act subject to the final approval of the Board.

Section 2 OFFICERS The Club's officers will consist of President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Officers will serve on the Board of Directors.

- a) The President shall preside over 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 stated in these By-Laws. The President shall annually appoint a committee chairman to review and recommend changes, if any, to the By-Laws. The President shall only cast a vote on the Board of Directors in order to break a tie.
- b) The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity.
- c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and all matters in which a record shall be required by the Club.
- d) The Corresponding Secretary shall have charge of all correspondence, notifying members of meetings, notifying officers of their election to office and carrying out such other duties as are prescribed in these By-Laws.
- e) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank account designated by the Board, in the name of the Club. There shall be a signature card on file with the designated bank with the signatures of the President and Treasurer. The Club's books shall at all times be open to inspection of the Board. A report shall be given at every meeting reporting the condition of the Club's finances and every item of receipt or payment not before reported. If requested, an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

Section 3 VACANCIES: Any vacancies occurring on the Board during the year shall be filled by a majority vote of all the then members of the Board at its first regular meeting following such a vacancy or at a special meeting call for that purpose. Any such

appointment will terminate at the next annual election. An exception is made upon a vacancy of the office of the President, which shall automatically be filled by the Vice President and the resulting vacancy shall be filled by the Board.

Section 4 TERM LIMITS: There shall be no term limits for either an Officer or Board member holding the same position, provided that the greatest number of votes of those present and voting at the general membership meeting approves continuation of the specific term. Nominations and the annual voting committee will determine those members in good standing who shall be elected to continue their term(s).

Section 5 REMOVAL FROM OFFICE: The Board shall have the power to remove any Officer of the Club for violation or neglect of duty after an opportunity to be heard by the Board and provided that a report of such action is made to the Club membership. The Board of Directors shall have the option of removing from office any member of the Board that fails to attend two (2) consecutive meetings of the Board or three (3) consecutive general meetings per year. Any member of the Board that fails to attend three (3) consecutive meetings of the Board without notification, shall automatically be deemed to have resigned from the Board.

ARTICLE VI

THE CLUB YEAR, ANNUAL MEETING AND ELECTIONS

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

Section 2 Commencing on January 1st, 2006 the annual meeting shall be held in the month of November, at which time Officers for the following year shall be elected by secret, written ballot from among those nominated in accordance with Section 5 of this article.

Section 3 Installation of new officers shall be held at the January meeting. Each retiring officer shall turn over to his successor all properties and records relating to that office on or before the installation date.

Section 4 The nominated candidate receiving the greatest number of votes for each position shall be declared elected, provided they are willing and able to serve in that position.

- a) No person may be a candidate in a club election who has not been nominated and who is not in compliance with Article II, Section 5a of these By-Laws.

Section 5 Prior to the annual November meeting, the President, subject to approval by the Board, shall select a Nomination Committee consisting of a minimum of three (3) members, no more than one of whom may be a Board member. The President shall name the chairman of the Committee and it shall be his or her duty to call a committee meeting within two weeks of the Committee selection. The Recording Secretary shall immediately notify the committee of their selection and shall announce the names of the Nomination Committee at the next General membership meeting.

- a) The Committee shall nominate at least one candidate for each position on the Board. Multiple candidates are acceptable. After securing the consent of each person so nominated, the committee shall report their nominations to the Recording Secretary in writing (may be through email).
- b) Upon receipt of the Nomination Committee's report, the Recording Secretary shall notify the membership, through the U.S. Mail or e-mail, of the selections at least two weeks before the November meeting.
- c) Additional nominations for all Officer and Board of Director positions may be made from the floor at the November meeting by any member in good standing with the Club. The nominee must either be in attendance to accept his nomination or the person so nominated must provide the nominator a written statement signifying his/her willingness to be a candidate.

ARTICLE VII

DISCIPLINE

Section 1 AMERICAN KENNEL CLUB SUSPENSION: Any member who is suspended from privileges of the American Kennel Club shall automatically 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. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of

twenty-five (\$25.00) dollars, which shall be forfeited if such charges are not sustained by the Board, following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at the next regular Board meeting or special 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the club, 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 no less than three weeks or more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3 BOARD HEARING: The Board 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 may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsions. In such case, the suspensions shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty if any.

Section 4 EXPULSION: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation, as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held with sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-third (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII

AMENDMENTS

Section 1 Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by a member 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 from the Board. The Corresponding Secretary shall notify the membership in advance of a vote concerning changes to the By-Laws and the vote shall take place at the next scheduled general membership meeting from the date the petition was received by the Corresponding Secretary.

Section 2 The Constitution and By-Laws may be amended by a two-thirds (2/3) vote by secret ballot of the members present and eligible to vote at any regular or special meeting called for the purpose, provided such amendment(s) have been included in the notice of the meeting that has been mailed or e-mailed at least seven (7) days prior to the date of the meeting in which voting is to take place.

ARTICLE IX

DISSOLUTION

Section 1 The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary, involuntary or by operation of the law, all Club assets will be retained by the Club and not inure to the benefit of any member, person or organization. After payment of any debts owed by the Club, the Board of Directors shall give its property and assets to a charitable organization benefiting dogs.

ARTICLE X

ORDER OF BUSINESS

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

Attendance sign-in

Minutes of the last meeting (read by Recording Secretary)

Report of the President

Report of the Corresponding Secretary (as applicable)

Report of the Treasurer

Report of the Committees

Election of Officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting (Recording Secretary)

Report of the President

Report of the Corresponding Secretary

Report of the Treasurer

Report of the Committees

Unfinished business

New business

Adjournment

Section 3 The rules contained in the current edition of "Robert's Rules of Order, Newly Revised", shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

ARTICLE XI

SEAL AND OFFICIAL NEWS ORGAN

Section 1 The Board of Directors may provide for a change of the insignia of The Club, by appointment or contest, which shall contain the inscription: BOXER CLUB OF SAN FERNANDO VALLEY subject to the approval of the general membership