

CONSTITUTION

Name and Objectives

Section 1. The Name of the Club shall be MOUNT HOOD DOBERMAN PINSCHER CLUB, INC.

Section 2. The objectives of the Club shall be:

- A. To encourage and promote the quality breeding of pure-bred Doberman Pinschers and to do all possible to bring their natural qualities to perfection;
- B. To urge members to accept the standard of the breed approved by the American Kennel Club as the only standard of excellence by which Doberman Pinschers shall be judged;
- C. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, agility matches and obedience trials;
- D. To conduct sanctioned matches, agility trials, specialty shows, obedience trials, tracking tests and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club.

Section 3. The Club shall not be operated or conducted for profit and no part of any profits or remainder or residue from dues or donations to the Club or from income shall inure to the benefit of any member of a member's household or of any other individual. Upon the liquidation of the Club, all of its assets, after satisfying its liabilities, shall be distributed to another organization exempt from federal income taxes under the same Internal Revenue Code Sections as this organization.

Section 4. The members shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I

Membership

Section 1. Eligibility. There shall be four (4) types of membership open to all 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. 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.

- **Individual** - Enjoys all Club privileges including the right to vote and hold office. Upon attending their second general meeting, applicants may fill out an application to be submitted at that meeting, along with appropriate dues as stated on the membership application. The application shall be read at two meetings. The minimum two meetings shall be attended by the applicant over a six-month period. If the applicant is not able to attend two meetings in a six-month period, their application will not be considered until that requirement is met.
- **Household** - Shall consist of two adults living in the same household. Each of the two adults enjoys all Club privileges and requirements as individual members, including the right to vote and hold office, and each is entitled to one vote.
- **Associate** - Any person who cannot participate in the normal Club governing meetings but would like to participate in other Club activities, need not attend meetings. Application shall be read at two meetings. The first reading of their application shall be at the meeting after their completed application is received by the Club secretary, along with appropriate dues as stated on the application. The second reading will be at the next meeting. They shall pay dues but may not vote or hold office. An Associate member may become an active member by written request submitted to the Board for approval.
- **Junior** - Open to all persons not less than ten (10) – seventeen (17) years of age need not attend meetings. Application shall be read at two meetings. The first reading of their application shall be at the meeting after their completed application is received by the Club secretary, along with appropriate dues as stated on the application. The second reading will be at the next meeting. Junior members shall pay dues, but may not vote, nor hold office. A Junior member may become an active member once they reach 18 years of age by written request submitted to the Board for approval.

Section 2. Dues. Membership dues shall not exceed \$75 per year, payable on or before the 1st day of October of each year with a grace period ending October 31. No member may vote whose dues are not paid for the current year. During the month of

August the Treasurer shall send to each member a statement of dues for the ensuing year. The Board of Directors has the power to increase dues subject to majority approval of the general membership.

Membership Effective Date. Membership becomes effective on the date of membership approval.

Section 3. Election to Membership. 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 this Constitution and By-Laws, and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two voting members in good standing.

Applicants will be voted upon by secret ballot. Affirmative votes of three-fourths of the voting members present at the meeting shall be required to elect the applicant to membership.

Section 4. Termination of Membership. Membership may be terminated:

By Resignation. Any member in good standing may resign from the Club upon written notice to the secretary; but 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.

By Lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar year. However, the Board may grant an additional 30 days to delinquent members. In no way may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

By Expulsion. A member may be terminated by expulsion as provided in Article 6 of these By-Laws.

ARTICLE II Meetings and Voting

Section 1. Club Meetings. Meetings of the Club shall be held in the greater Oregon City area on the third Wednesday of every month, with a minimum of nine (9) meetings per year, at such hour and place as may be designated by the Board of Directors. Notice of such meetings shall be mailed and/or sent electronically by the secretary or his/her designee at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the voting 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 Board who are present and voting at any regular or special meeting of the Board or shall be called by the secretary upon receipt of a petition signed by or electronically sent by a quorum of voting members of the Club

who are in good standing. Such special meetings shall be held in the greater Oregon City area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written and/or electronic notice of such a meeting shall be sent by the secretary or his/her designee, at least five days and not more than fifteen days prior to the date of the meeting, and no other Club business shall be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held in the greater Oregon City area, or via teleconference and/or video conference on the third Wednesday of every month, with no less than six (6) meetings per year at such hour and place as may be designated by the Board. Written and/or electronic notice of each meeting shall be sent and/or mailed by the secretary or his/her designee at least five days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the president, and shall be called by the secretary upon receipt of a written and/or electronic request signed by or electronically sent by at least three members of the Board. Such special meetings shall be held in the greater Oregon City area at such a place, date and hour as may be designated by the persons herein authorized to call such meetings. Written and/or electronic notice shall be sent by the secretary or his/her designee at least five days but not more than ten days prior to the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. The quorum for such meetings shall be a majority of the Board.

Section 5. Voting. Each individual or household 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. Associate and Junior members are not eligible to vote or sponsor the membership of any applicant.

ARTICLE III Directors and Officers

Section 1. Board of Directors. The Board of Directors shall be comprised of the president, vice-president, secretary, treasurer and five directors, all of whom shall be voting members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article 4, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's officers, consisting of the president, vice-president, secretary and treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. All officers must be members in good standing of the Doberman Pinscher Club of America (DPCA) within three (3) months of being voted or appointed into their positions and through their entire term of office.

- A. The president shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of president, in addition to those particularly specified in these By-Laws.
- B. The vice-president shall have the duties and exercise the powers of the president in case of the president's absence, incapacity or death.
- C. The secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be offered by the Club. S/he shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of members of the Club with their email and mailing addresses, and carry out such other duties as are prescribed in these By-Laws.
- D. The treasurer shall collect all monies due or belonging to the Club. S/he shall deposit same in a bank designated by the Board in the name of the Club. The books shall be open at all times for inspection by the Board, and s/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 s/he shall render an account of all monies received and expended during the previous fiscal year. The treasurer shall be bonded in such amount as the Board of Directors shall determine.
- E. The office of the secretary and treasurer may be held by the same person, in which case the Board shall be comprised of 8 persons.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose, except that a vacancy in the office of the president shall automatically be filled by the vice-president, and the resulting vacancy in the office of the vice-president shall be filled by the Board.

ARTICLE IV The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of October and end on the last day of September.

Section 2. Annual Meeting. The annual meeting shall be held in the month of October at which officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such position shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of June, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chair-of the committee, and it shall be his/her duty to call a committee meeting, either in person or electronically held on or before July 15.

- A. The committee shall nominate one candidate for each office, and five other candidates for the other five positions on the Board. Or, if the office of the secretary and treasurer are proposed to be held by the same person, the committee shall nominate the officers and six other positions on the Board.
- B. After securing the consent of each person so nominated, shall immediately report their nomination to the secretary in writing and/or electronically.
- C. Upon receipt of the nominating committee's report, the secretary or his/her designee shall, before the September meeting, notify each member, in writing and/or electronically, of the candidates so nominated.
- D. Additional nominations may be made at the September meeting by any person in attendance provided that person so nominated is a voting member in good standing, does not decline when his/her name is proposed, and provided further, if the proposed candidate is not in attendance at the meeting, the his proposer shall present to the secretary a written statement from the proposed signifying his/her willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination from the nominating committee.
- E. Nominations cannot be made at the annual meeting or in any manner than as provided in this section.

ARTICLE V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, agility trials, trophies, annual prizes, membership and other fields which may be well 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 on particular projects.

Section 2. Any committee appointment may be terminated by a majority of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club, automatically will be suspended from this Club

for a like period.

Section 2. Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or breed. Written charges with specifications must be filed in duplicate with the secretary together with a deposit of \$25.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The secretary shall promptly send a copy of the charges via mail and/or electronically 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 breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction, it shall fix a date of a hearing by the Board not less than three weeks, nor more than six weeks thereafter. The secretary shall promptly send one copy of the charges to the accused member, by registered mail and/or electronically with return receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if s/he wishes.

Section 3. Board. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant will 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 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 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the secretary. The secretary, in turn, shall notify each of the parties of the Board's decision and penalty.

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 within sixty days, but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no additional evidence shall be presented or taken at this meeting. Affirmative votes of two-thirds of the voting members present and voting at that meeting shall be required to expel a member.

ARTICLE VII 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 secretary and signed by 20

percent of the voting membership in good standing. Amendments proposed by such petition shall promptly be considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the secretary for a vote within three months of the date when the petition was received by the secretary.

Section 2. The Constitution and By-Laws may be amended by a two-thirds vote, by secret ballot, of the voting members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed and/or sent electronically to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the voting members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary 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 debt 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 a meeting 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 Secretary
- Report of Treasurer
- Report of 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 majority vote of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X
Rules of Order

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 special rules of order the Club may adopt.

ARTICLE XI
Incorporation

Section 1. The Club will be incorporated as Mount Hood Doberman Pinscher Club, Inc., a non-profit, mutual benefit corporation under the laws of the State of Oregon.