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## ARTICLE I - Name and Objects

### Section 1: Name

The official name of this club shall be: **DOBERMAN PINSCHER CLUB OF NASHVILLE, Inc.**

### AMENDMENT TO ESTABLISHMENT/CONSTITUTION/BYLAWS

We amend our Establishment/Constitution/Bylaws to include the following provisions:

### Section 2: Objects

The objects of the Club shall be:

(A) To promote the public's knowledge and appreciation of dogs in general and Doberman Pinschers in particular;

(B) To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of Doberman Pinschers;

(C) To support and promote study and research on the history, character, breeding, genetics and particular health problems of the Doberman Pinscher;

(D) To further understanding of the disease, defects, injuries and other ailments that afflict dogs in general and the Doberman Pinscher in particular;

(E) To acknowledge and advance the critical role of an American Kennel Club (AKC) recognized chapter club in providing education, health research and support of rescue and reduction of overpopulation for the benefit of the general public, purebred dogs and Doberman Pinschers in particular;

(F) To conduct activities including sporting events, sanctioned matches, specialty shows, obedience, rally, agility, tracking trials, Working Aptitude Evaluations (WAE), and other such activities and events as may be held under the rules of the American Kennel Club (AKC) and the Doberman Pinscher Club of America (DPCA), in furtherance of the above purposes;

(G) To otherwise preserve and protect the Doberman Pinscher and to do all things possible to bring its natural qualities to perfect;

(H) To urge members and breeders to accept the standard of the breed as approved by the AKC as the only standard of excellence by which the Doberman Pinscher shall be judged.

(I) To promote sportsmanship and honorable and sportsman-like conduct both in the ring and among breeders, exhibitors, and show giving clubs.

### Section 3: Operation

(A) The club is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that

qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(B) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE II - Membership

### Section 1: Eligibility

(A) There shall be three types of membership: Regular, Associate (no voting rights, with access to club information and events), and Junior (9 years old and under 18 years old and has no voting rights. Must have parents sign their membership application. Parent or guardian must be present with the Junior member at the Club meetings and/or Club functions). Membership is open to all persons 18 years of age and older (excluding age for junior members) who are in good standings with the AKC, the DPCA or any other Chapter Doberman Pinscher Club and who subscribe to the purposes of this Club.

(B) While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors and Doberman owners in its immediate area.

### Section 2: Dues

Dues shall be established by the Board of Directors with approval of the Club at the Annual meeting for the following year.

(A) Dues will be established by the Board of Directors with the approval of the club membership. Dues shall be payable on or before the first day of January each year. Persons having their membership approved in October, November or December are considered fully paid members for the following year.

(B) No member may vote or hold an office whose dues are not paid for the current year.

(C) During the month of November, the Treasurer shall send to each member a statement of their dues for the ensuing year. Alternately, such notice may be included in the Club's newsletter.

### Section 3: Election To Membership

Each applicant for membership shall apply on a Club's membership form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws, the Code of Ethics, the rules of the AKC, and the rules of the DPCA. Each applicant will be given copy of the Constitution and By-Laws.

(A) The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two (2) active members of the DPC of Nashville that are in good standing.

(B) Accompanying the application, the prospective member shall submit dues payment for the current year membership.

(C) All applications are to be filed with the Secretary and each application is to be read at the next Club meeting.

(D) The name of the applicant will be published in the meeting's notice. Anyone wishing to comment on the application may do so, by writing to the Secretary and must be postmarked within fifteen (15) days from the meeting notice.

(E) After the Board of Directors has reviewed the application. Their name shall be presented to the membership at the next regular meeting. The applicant shall be voted upon and an affirmative vote of 3/4 of the Regular members present and voting by secret ballot at that meeting shall be required to elect the applicant to the membership.

(F) At the Annual meeting, all new applicants will be voted on for Club membership after the voting for the Election of the Board of Directors is completed.

(G) Members must be present at the meetings to vote.

(H) Applicants for membership who have been rejected by the club may not reapply within six (6) months after such rejection. Any applicant not approved by the membership shall be notified in writing, by the Secretary, stating conditions under which the applicant may reapply. The membership dues paid by the applicant will be returned.

### Section 4: Termination of Membership

Memberships maybe terminated:

(A) **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. Dues obligations are considered a debt to the Club and they are incurred on the first day of each fiscal 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. 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 VII of these Constitution and By-laws.

## ARTICLE III - The Club Year, Voting, Nominations, Elections

### Section 1: Club Year.

The club's fiscal year shall begin on the first day of October and end on the 30<sup>th</sup> day of September.

### Section 2: Annual Meeting

(A) The annual meeting shall be held in the month of September at which officers and directors for the ensuing year shall be elected by secret, written ballots 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 30 days after the election.

(B) Written notice of such meeting shall be mailed or emailed by the Secretary to each member not later than ten (10) days prior to the date of the meeting for the conduct of business at the annual meeting. In order to conduct business at the annual meeting, a quorum shall consist of twenty percent (20%) or five (5) regular members, which ever is greater, of the regular membership of the Club.

### Section 3: Club Meetings

Meetings of the Club shall be held on the on a regularly scheduled day of the month established by the Board and general membership in the vicinity of Nashville, TN., at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or e-mailed by the Secretary at least ten (7) days prior to the date of the meeting or the monthly newsletter shall be the means of notification of the date, time and place of the meeting. The quorum for such meetings shall be twenty (20) percent of the regular members in good standing with the Club.

### Section 4: Special Club Meetings

Special club meetings may be called by the President or by the a majority vote of the members of the board who are present and voting at any regular or special meeting of the board and shall be called by the Secretary upon receipt of a petition signed by any five (5) regular members of the Club who are in good standings with the Club. Such special meetings shall be held in the greater Nashville area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings.

(A) Written notice of such a meeting shall be mailed or e-mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and any such notice shall state the purpose of the meeting and no other club business may be transacted thereat.

(B) The quorum for such a meeting shall be twenty (20) percent of the members in good standing.

### Section 5: Board Meetings

Meetings of the Board of Directors shall be held in the Nashville, Tennessee area at such hour and place as may be designated by the Board.

(A) Written notice of such meeting shall be mailed, e-mailed or published in the newsletter by secretary to each member of the board at least ten (7) days prior to the date of the meeting.

(B) The quorum for such a meeting shall be 4 board members.

(C) The Board of Directors shall have the authority to cancel or change the date and time of a regular board meeting in cases of conflict with: 1) Legal holidays, 2) Locally accessible national affiliated approved dog events, 3) National DPCA activities, 4) DPC of Nashville special events, 5) Due to inclement weather. Written notice of each such meeting shall be mailed or e-mailed by the Secretary at least ten (7) days prior to the date of the meeting.

(D) The board may dispense with a monthly meeting on occasion, upon a majority vote of the Board of Directors.

(E) Board meetings must be held a minimum of 6 times per year.

#### **Section 6: Special Board Meetings**

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of written request signed by at least three (3) members of the Board. Such special meetings shall be held within the Nashville area at such hour and place as may be designated by the person authorized herein to call such meeting, or in compliance with Article III Section 8 Board of Directors Communications.

(A) Written notice of such a meeting shall be mailed or e-mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting to each board member and any such notice shall state the purpose of the meeting.

(B) No other club business may be transacted thereat.

(C) The quorum for such meeting shall be 4 board members.

#### **Section 7: Voting**

Each Regular member in good standings, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which they are present.

Proxy voting will not be permitted at any Club meeting or election. No absent member may vote by proxy vote on any question at any meeting of the Club.

#### **Section 8: Board of Directors Communications**

(A) The Board of Directors may conduct its business by mail, facsimile transmission, and electronic process or by telephone conference call by the President. The Recording Secretary shall attest to the results of balloting by conference call. In the event that the Recording Secretary is unavailable, the President shall appoint an acting secretary for the conference call.

(B) As a condition precedent to the conduct of business through electronic process, the Board shall adopt procedures, which shall be set for in an Administrative Procedures Manual, to ensure the following with respect to the conduct of such business:

- (1) That every Board member shall be enabled to participate in the electronic conduct of such business;
- (2) The verification of the identity of the participants in such electronic conduct of such business to determine that the participant is a Board member eligible to participate in the electronic conduct of such business;

(3) The verification that the Board members eligible to participate in the electronic conduct of such business are receiving all data and information that is disseminated through the electronic process;

(4) That all Board members have agreed to the conduct of such business through electronic process.

### **ARTICLE IV - Directors and Officers**

#### **Section 1: Board of Directors**

The Board shall be comprised of the Executive officers and three (3) other elected members, all of whom shall be members in good standing and all of whom shall be elected in even numbered years for a two year term at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. The government and the general management of the Club's affairs shall be entrusted to the Executive Officers and three (3) other members elected from the Club membership. There shall be no limitation on the number of consecutive terms they may served, if elected by the membership.

#### **Section 2: Executive 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.

(A) **The President** shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally adjudicated of the office of President in addition to those particularly specified in this Constitution and By-Laws.

(B) **The Vice President** shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.

(C) **The Secretary** shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club; shall have charge of the correspondence, 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, carry out such other duties as are prescribed in these Constitutions and By-laws. Directs all inquiries to the appropriate Officer(s) or Committee Chairperson, although the various Officers and Committee Chairpersons may be contacted directly.

(D) **The Treasurer** shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and the Treasurer shall report to the Board at every meeting of 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 monies received and expended during the previous fiscal year. An audit of the Treasurer's books shall be held prior to the Annual Meeting by a committee of three (3) who will be selected at the March general meeting, and the audit will be completed by the end of May. Any and all checks written by the Treasurer will require approval of the Board of Directors.

### **Section 3: Board Members**

Three (3) additional club members in good standing shall be elected by the general membership to be Board Members at large. These board members have the same voting rights as the Executive board.

### **Section 4: Non-voting Officers**

(A) **A Past President** shall automatically become an honorary advisor to the President for one year, but without a Board vote.

(B) **The DPCA Delegate and Alternate Delegate** to the DPCA need not necessarily be a Board member. They will be elected by the membership at the Annual Meeting.

- (1) The Board will submit to the membership a list of eligible members, who have consented to be nominated for these positions.
- (2) The term of the office will coincide with those provisions set forth in Article IV Section 1.
- (3) Duties of the Delegate will to be the Club's representative to the DPCA and will be governed by the rules and regulations set forth in the Constitution and By-Laws of the DPCA.
- (4) The Delegate shall be a member of the DPCA for the ensuing year. DPCA member must have attended at least one (1) DPCA National and will be attending the next DPCA National.
- (5) The Delegate shall attend the Annual Meeting of the DPCA Delegates and shall represent the Club in such votes as may come before that group. The Delegate shall report to the Board of Directors all important discussions, decisions, correspondence and business between this organization and the DPCA. The Delegate is a representative of the Doberman Pinscher Club of Nashville. The Delegate will conduct themselves in a professional and unbiased-biased manner.
- (6) The Doberman Pinscher Club of Nashville shall not condone behavior that could possibly incriminate the Club in a liable or slander suit.
- (7) **Alternate Delegate** shall have the duties and exercise powers of the Delegate in case of the Delegate's death, absence or incapacity.
- (8) In the event that either the Delegate or the Alternate Delegate shall become unable to fulfill their duties, the President shall appoint another person from the membership to fill the vacancy created thereby.
- (9) The Delegate and Alternate Delegate do not have Board voting rights.

### **Section 5: Vacancies**

Any vacancies occurring on the Board or among the offices during the year shall be filled by the remaining Directors, until the election by a majority vote of all 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 the purpose; except that a vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the board.

### **Section 6: Attendance**

(A) Any member of the Board of Directors who fails to attend three (3) consecutive meetings of the Board, without just cause, shall be automatically suspended from the Board of Directors. If it is found by the Board the absents of the Board member are acceptable excuses or reasons, then the Board may excuse these absents. If the Board finds the absents are not excusable, then the Board will recommend discussing the removal of the Board member and then the Board will vote on the removal of the Board member.

(B) Any member of the Board of Directors who fails to attend three (3) consecutive General meetings, without just cause, shall be automatically suspended from the Board of Directors. If it is found by the Board the absents of the Board member are acceptable excuses or reasons, then the Board may excuse these absents. If the Board finds the absents are not excusable, then the Board will recommend discussing the removal of the Board member and then the Board will vote on the removal of the Board member.

(C) Any member of the Board of Directors may be replaced in accordance with Article IV, Section 4 of this Constitution and By-Laws.

## **ARTICLE V - Elections**

### **Section 1: Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greater number of votes for such positions shall be declared elected.

### **Section 2: Nominations**

No person may be a candidate in a Club election who has not been nominated. During the month of May in even numbered years the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be such person's duty to call a committee meeting, which shall be held on or before August 1<sup>st</sup>.

(A) The committee shall nominate one candidate for each office and three (3) positions on the Board and after securing the consent of each person so nominated, shall immediately report their nomination to the Secretary in writing by August 15th.

(B) Upon receipt of the Nominating Committee's report, the Secretary shall on or before August 31<sup>st</sup> notify each member in writing of the candidates so nominated, unless published in the newsletter.

(C) Additional nominations may be made at the Annual meeting in even numbered years by any member in attendance, provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the nominator shall present to the Secretary a written

statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

(D) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

### **Section 3: Eligibility**

(A) For a member to be eligible for nomination to Office, they must be regular members whose dues are paid for the current year and in good standing with the Club.

(B) To be eligible to be nominated from the floor at the Annual meeting, the prospective nominees shall be regular members whose dues are paid for the current year and in good standings with the club prior to the September meeting.

### **Section 4: Installations of Officers**

The newly elected Officers and 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 30 days after the election.

## **ARTICLE VI - Committees**

### **Section 1: Appointment**

The Board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials, tracking tests, WAE (under the rules of the AKC and the DPCA), 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. Special committees may be appointed by the Board to aid it on particular projects.

### **Section 2: Responsibilities**

All committee chairpersons shall provide the Secretary with copies of all pertinent correspondence sent, current mailing lists following each event and all advertising copy.

### **Section 3: Termination**

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

## **ARTICLE VII - Discipline**

### **Section 1: AKC Suspension.**

Any member who is suspended from the privileges of the AKC automatically shall be suspended from the privileges of this Club for a like period. The members of this Club are also subject to and regulated by the provisions of the Constitution and bylaws of the DPCA. Anything to the contrary in this Constitution and bylaws not withstanding.

In as much as our parent organization, DPCA, has included us in a 501(c) 3) group exemption recognition before the IRS, we acknowledge our responsibility to make

annual information reports pertaining to our continued good standing. We further agree to adhere to their specific policies related to the 501(c)(3) status that in their judgment keeps this status well maintained. While we reserve the right to challenge any such policy that may be established, we will inform them of such action in writing 30 days prior to any implementation on our part.

### **Section 2: Cruelty**

Any member being cited and proven guilty of cruelty to animals shall be terminated from membership in the Club and may not reapply for membership.

### **Section 3: Charges**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Doberman Pinscher breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of a fee.

(A) The amount of the shall be \$100.

(B) The deposit shall be forfeited if such charges are not sustained by the board following a hearing.

(C) The 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction.

(D) If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The 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 their own defense and bring witnesses if they so wish.

### **Section 4: 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 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 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 Board's recommendation. Immediately after the Board has reached a decision, its finding 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 the penalty, if any.

### **Section 5: Procedure**

The Board will then see that the procedure is followed that is outlined in Sections 2, 3, and 4 of Article VI of the Constitution and By-Laws of the DPCA.

**Section 6: 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 4 of this Article. Such proceedings may occur at a regular or special meeting of the Club, to be held within 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 their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation and shall invite the defendant, if present, to speak in their own behalf if they so wish. The members shall vote by secret ballot on the proposed expulsion. A 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: Proposing**

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the 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 recommendations of the Board by the Secretary for a vote within three (3) months of date when petition was received by the Secretary.

**Section 2: Voting**

The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

**ARTICLE IX - Dissolution**

**Section 1: Dissolution**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the active members in good standing. In the event of dissolution of the Club other than for purpose 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 like 501(c)(3) charitable organization for the benefit of Dobermans selected by the Board of Directors.

**ARTICLE X - Order of Business**

**Section 1: Membership Meetings**

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
- Reading minutes of last General meeting
- Reading minutes of last Board meeting
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

**Section 2: Board Meetings**

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 the last Board Meeting
- Reading minutes of last General meeting
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished Business
- New business
- Adjournment

**ARTICLE XI - Parliamentary Authority**

**Section 1: Robert's Rules of Order**

All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of "Robert's Rules of Order" unless this is in conflict with the requirements of this Constitution and By-Laws, in which case the Constitutions and By-Laws shall take precedence.