

## 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.

## Table of Contents

ARTICLE I - Name and Objects .....	- 2 -
Section 1: Name .....	- 2 -
Section 2: Objects .....	- 2 -
Section 3: Operation .....	- 3 -
ARTICLE II - Membership .....	- 3 -
Section 1: Eligibility .....	- 3 -
Section 2: Dues .....	- 4 -
Section 3: Election To Membership .....	- 4 -
Section 4: Termination of Membership .....	- 5 -
ARTICLE III - The Club Year, Voting, Nominations, Elections .....	- 5 -
Section 1: Club Year .....	- 5 -
Section 2: Annual Meeting .....	- 5 -
Section 3: Club Meetings .....	- 6 -
Section 4: Special Club Meetings .....	- 6 -
Section 5: Board Meetings .....	- 6 -
Section 6: Special Board Meetings .....	- 7 -
Section 7: Voting .....	- 7 -
Section 8: Board of Directors Communications .....	- 7 -
ARTICLE IV - Directors and Officers .....	- 8 -
Section 1: Board of Directors .....	- 8 -
Section 2: Executive Officers .....	- 8 -
Section 3: Board Members .....	- 9 -
Section 4: Vacancies .....	- 10 -
Section 5: Attendance .....	- 10 -
ARTICLE V - Elections .....	- 11 -
Section 1: Elections .....	- 11 -
Section 2: Nominations .....	- 11 -
Section 3: Eligibility .....	- 12 -
Section 4: Installations of Officers .....	- 12 -
ARTICLE VI - Committees .....	- 12 -
Section 1: Appointment .....	- 12 -
Section 2: Responsibilities .....	- 12 -
Section 3: Termination .....	- 12 -
ARTICLE VII - Discipline .....	- 12 -
Section 1: American Kennel Club Suspension .....	- 12 -
Section 2: Cruelty .....	- 13 -
Section 3: Charges .....	- 13 -
Section 4: Board Hearing .....	- 13 -
Section 5: Procedure .....	- 14 -
Section 6: Expulsion .....	- 14 -
ARTICLE VIII - Amendments .....	- 14 -
Section 1: Proposing .....	- 14 -
Section 2: Voting .....	- 15 -
ARTICLE IX - Dissolution .....	- 15 -
Section 1: Dissolution .....	- 15 -
ARTICLE X - Order of Business .....	- 16 -
Section 1: Membership Meetings .....	- 16 -
Section 2: Board Meetings .....	- 16 -
ARTICLE XI - Parliamentary Authority .....	- 16 -
Section 1: Robert's Rules of Order .....	- 16 -

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

(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 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 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

(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

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 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

(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