

**CONSTITUTION
AND
AMENDED AND RESTATED BYLAWS
OF THE
DOBERMAN PINSCHER CLUB OF THE ROCKY MOUNTAIN AREA, INC.**

Adopted 03/15/01

Amended 04/12/06

Amended 02/21/13

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the club shall be the DOBERMAN PINSCHER CLUB OF THE ROCKY MOUNTAIN AREA, INC. (the "Club")

SECTION 2. The objectives 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, genetic 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 AKC recognized chapter club in providing education, health research and support of rescue and reduction of overpopulation for the benefit of the general public, pure bred dogs and Doberman Pinschers in particular.
- (f) To conduct activities, including sporting events, sanctioned matches, specialty shows, obedience and tracking trials, Working Aptitude Tests and other such activities and events that may be held under the rules of the American Kennel Club and the Doberman Pinscher Club of America, in the 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 perfection.
- (h) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Doberman Pinscher shall be judged.

SECTION 3.

- (a) The club is organized exclusively for charitable, religious, 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 for 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 and 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 or any future federal tax code.

SECTION 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE II Membership

SECTION 1. Eligibility. There are two types of membership: *Regular* and *Junior*. Membership is open to all persons ten years of age and older and who are in good standing with the American Kennel Club and subscribe to the purposes of this Club.

REGULAR MEMBERSHIP

Status: Voting member

Privileges: Receives all Club communications, can run for office and can hold appointed positions.

Dues commencing in 2001: \$15.00 per year

Election to membership: Described in Article I, Section 3.

JUNIOR MEMBER

Eligibility: Open to anyone who is ten years old and under 18 years old.

Status: Non-voting member.

Privileges: Receives copies of all Club communications.

Dues commencing In 2001: \$10.00 per year.

Election to membership: The same as regular members.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors within the state of Colorado.

SECTION 2. Dues. Membership dues shall not exceed \$100.00 per year, with no more than an annual increase of \$5.00, payable on or before the 1st day of August of each year. No member may vote whose dues are not paid for the current year. During the month of May, each member will be notified of the dues for the ensuing year.

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 these Constitution and Bylaws 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 members in good standing. Accompanying the application, the prospective member shall submit the dues payment for the current year, as well as a signed Code of Ethics. All applications are to be filed with the Secretary, and each application is to be read at the first meeting of the Club following its receipt. The application will be voted upon and affirmative votes of 2/3 of the members present at the meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. Termination of Membership. Memberships may be 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 become incurred on the first day of each fiscal year.
- (b) By lapsing. A membership may be considered as lapsed and automatically terminated if such members dues remain unpaid 45 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. 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) Upon lapse of any membership after the time period provided in paragraph (b) above as reported by the Treasurer and Secretary, the lapsed member must resubmit his or her application for membership to the Club for consideration.
- (d) By expulsion. A membership may be terminated by expulsion as provided in Article VII of the Bylaws.

ARTICLE III Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held no fewer than six (6) times per year within the club's geographical region as approved by AKC (within the state of Colorado) at such date, hour and place as may be designated by the Board of Directors. The Secretary will insure that a notice of each such meeting shall be mailed to the members at least 10 days prior to the date of the meeting. An announcement in the Club's newsletter sent first class to all members/households can serve as a meeting notice. The quorum for such meetings shall be the members in good standing that are present.

SECTION 2. Special Club Meetings. Special Club Meetings may be called by the President, 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 a majority vote of the members of the Board via the Club's internet "group"; or shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the greater Denver area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be called by the Secretary, in the Club's newsletter or in a special mailing at least 5 days and not more than 15 days prior to the date of the meeting, and no other Club business may be transacted thereat. A quorum for such meeting shall be the members in good standing that are present.

SECTION 3. Board Meetings.

- (a) Meetings of the Board of Directors shall be held each month in the greater Denver area, at such hour and place as may be designated by the Board. The Secretary is responsible for insuring that all of the Board is notified, by phone or in person, of each such meeting at least 5 days prior to the day of the meeting. The quorum for such a meeting shall be a majority of the Board.
- (b) The Board of Directors may conduct its business by mail, facsimile transmission and electronic process or by telephone conference call by the President. The Secretary shall attest to the results of balloting by conference call. In the event that the Secretary is unavailable, the President shall appoint an acting secretary for the conference call.
- (c) As a condition precedent to the conduct of business through electronic process, the Board shall adopt procedures which shall be set for an Administrative Procedures Manual, to ensure the following with respect to the conduct of such business:
 - (i) That every Board member shall be enabled to participate in the electronic conduct of such business;
 - (ii) 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;
 - (iii) 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;

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

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 request signed by at least three (3) members of the Board. Such special meetings shall be held in the greater Denver area at such place, date and hour as may be designated by the person authorized herein to call such meeting. The Secretary is responsible for notifying all Board members of the meeting, by phone or in person, at least 5 days and not more than 10 days prior to the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board.

SECTION 5. *Voting.* Each regular member in good standing whose dues are paid for the current year shall be entitled to 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 Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the officers and 3 other persons, all of whom shall be 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 V 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, who shall all be members in good standing of the Doberman Pinscher Club of America, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

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

- (c) Recording Secretary: The Recording Secretary shall make and preserve the records of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the club. She/he shall record minutes of club meetings and the annual meeting or any special meetings. Said minutes shall be distributed to the webmaster and/or newsletter editor and maintained in the minute book of the club.
- (d) Corresponding Secretary: The Corresponding Secretary shall have charge of the general correspondence of the club and carry out such other duties normally ascribed to the position, including, but not limited to, elections, including all votes taken by mail, phone, facsimile or electronic means, if permissible by these by-laws; by-law and constitution revisions; and completion and maintenance of the club's regulatory requirements with the Colorado Secretary of State.
- (e) Treasurer: The Treasurer shall collect and receive all monies due or belonging to the club. Monies shall be deposited in a bank approved by the Board, in the name of the Club. The books shall be open to inspection of the membership, and a report shall be given 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 the monies received and expended during the previous fiscal year. Prior to a new Treasurer taking office, a committee appointed by the Board shall review the books.

SECTION 3. Delegate to the DOBERMAN PINSCHER CLUB OF AMERICA (DPCA). A Delegate and an Alternate Delegate to the Doberman Pinscher Club of America shall be elected at the annual meeting of the Club. The Delegate and the Alternate Delegate must be members of the DPCA. The Delegate shall give a complete report on all matters coming before him pertaining to the Parent Club activities at each regular meeting of the Club; and shall discharge all other duties required by the office and prescribed by the Club. The Alternate Delegate will perform the duties of the Delegate when the Delegate for any reason cannot.

SECTION 4. Vacancies. Any vacancies occurring on the Board, among the offices or Delegates during the year shall be filled until the next annual 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 a Special Board meeting called for that purpose, except that a vacancy in the office of President shall be immediately filled by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board. In the case of multiple vacancies on the

Board, a special Club meeting will be called for the purpose of conducting elections to fill the vacancies.

ARTICLE V

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 30th day of September.

SECTION 2. Nominations. At the regularly scheduled July meeting, the members present shall nominate a slate of Officers, Board of Directors and DPCA delegate and Alternate Delegate, not to exceed two (2) nominees for each position. If more than two names are placed in nomination, a secret ballot shall be held at the meeting, and the two names receiving the most votes shall be deemed the nominees for that position. Any individual so nominated at the July meeting shall have first given consent that he or she is willing to serve in the position for which he or she is nominated and shall have expressed that consent in writing to the member placing his or her name into nomination.

SECTION 3. Elections.

- (a) Uncontested Elections. If any office is uncontested, that candidate shall be declared the new Officer, Director or Alternate in that office at the Annual Meeting.
- (b) Contested Elections. If any Officer, Director or Alternate office has more than one candidate nominated, then an election by secret ballot shall be held as set forth below, and the candidate receiving the greatest number of votes for each office shall be declared elected.
 - (i) No later than August 30, ballots shall be mailed to each member indicating the slate of contested nominees, along with a self-addressed envelope addressed to the Secretary for return of the completed ballot. Each member shall vote for no more than one (1) individual for each office, and no write-in candidates shall be allowed.
 - (ii) The Secretary shall tabulate the ballots and announce the election results at the Annual Meeting, at which time the elected individuals shall assume office.

(iii) Only ballots received by the Secretary by the date of the September meeting, which shall be announced in the August newsletter, shall be used in the calculation of the election results.

SECTION 4. Annual Meeting. The annual meeting shall be held in the month of September at which Officers, Directors, and Delegates 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 the 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. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, training, 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 also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointed may be terminated by a majority vote 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 VII Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$50.00, 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 to each member of the Board or present them at a Board meeting, and the Board shall 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. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks and not more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearings. The Board shall have complete authority to decide whether counsel may attend the hearing, but both the 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, suspend the defendant from all privileges of the Club for not more than 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 penalty, if any.

SECTION 4. Expulsion. Expulsion of 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 proceeding may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his 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 his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds 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 Bylaws may be proposed by the Board of Directors or by written petition to the Secretary signed by 20% 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 the date when the petition was received by the Secretary.

SECTION 2. The Constitution and Bylaws 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.

SECTION 3. Should any future amendment to this Constitution and/or Bylaws be required pursuant to the regulations and/or requirements of the Doberman Pinscher Club of America, the American Kennel Club or the Internal Revenue Service, the Board of Directors shall be granted the authority by the membership to enact, pursuant to Board requirements and directives, said amendments as shall be legally required by said organizations.

ARTICLE IX Dissolution

SECTION 1.

- (a) The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by operation of the 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 debts of the Club its property and assets shall be given to a charitable organization for the benefits of dogs selected by the Board of Directors.
- (b) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the County Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
Doberman Pinscher Club of America

SECTION 1. The members of this Club are also subject to and regulated by the provisions of the Constitution and By-Laws of the Doberman Pinscher Club of America, anything to the contrary in this Constitution and Bylaws not withstanding.

SECTION 2. Inasmuch as our parent organization, Doberman Pinscher Club of America, has included us in a 501(c)(3) group exemption recognition before the Internal Revenue Service, 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.

ARTICLE XI
Order of Business

SECTION 1. 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
- 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 by those present, shall be as follows:

- Distribution of the minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE XII
Parliamentary Authority

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 Bylaws and other special rules of order of the Club.