

DRENTSCHE PATRIJSHOND CLUB OF NORTH AMERICA

CONSTITUTION AND BYLAWS

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be Drentsche Patrijshond Club of North America (DPCNA) and herein referenced as the "Club".

SECTION 2. The objects of the Club shall be to:

- (a) encourage and promote quality in the breeding of pure-bred Drentsche Patrijshonds and to do all possible to bring their natural qualities to perfection;
- (b) encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club (AKC);
- (c) 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 North American Drentsche Patrijshond shall be judged;
- (d) do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations; and
- (e) conduct sanctioned matches, and license events for which the Club is eligible, under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

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 objects.

ARTICLE II Membership

SECTION 1. Eligibility. There shall be six types of membership open to all persons 18 years of age and older who are in good standing with the Club and the AKC and who subscribe to the purposes of this Club:

- (a) Regular Membership is open to all persons residing in the United States or Canada. A Regular member pays annual dues, has one vote, may hold an elected office, and has all the normal duties, obligations, and responsibilities of a member in good standing of the Club.
- (b) Family Membership is open to two persons 18 years of age and older who reside in the same household, each enjoying all the privileges of the Club, including each having one vote for a total of two independent votes. Only one household member may hold office at a time.
- (c) Foreign membership is open for those individuals who are not residents of the United States, Canada or their territories or possessions. Such members shall be entitled to all Club privileges except voting and office holding.
- (d) Junior Membership is open to persons 9-17 years of age. Junior members cannot vote or hold office. A junior member may convert to regular or household membership upon reaching their 18th birthday and their full payment of dues.
- (e) Lifetime Membership is open to individuals upon payment of a fee as may be set by the board of directors. Eligibility, duties, obligations, responsibilities and rights are the same as a Regular Member except that annual dues payments are not required.
- (f) Honorary Membership, subject to approval of the Board, may be awarded to those persons who have displayed significant service benefiting the Club's objectives. An Honorary member pays no dues, has no vote, may not hold an office, and has no obligations or responsibilities of a member in good standing of the Club.

SECTION 2. Dues. Membership dues or fees for each type of membership for the ensuing year shall be proposed by the Board and approved by a majority vote of the members present at the annual meeting. Absent membership approval, dues and fees shall remain the same as the previous year. During the first week of December, the Treasurer shall send to each member a statement of dues for the upcoming fiscal year. New members joining after July 1 of any year and paying dues shall be credited as having paid dues for the following year. Members in arrears shall be provided with an opportunity to cure prior to the deadline for submission of ballots under Article VI.

SECTION 3. Election to Membership.

- (a) Each new applicant for membership shall apply on a form as approved by the board of directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by these bylaws, and The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship. Accompanying the application, the prospective member shall submit dues payment to the

Treasurer for the fiscal year. All applications for membership shall be filed with the Secretary. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the directors by email. Affirmative votes of two-thirds of the directors present at a meeting of the Board, or of two-thirds of the entire Board voting by email, shall be required to elect an applicant. An application that has received a negative vote by the Board may be presented to the membership for a vote upon a petition signed by five members in good standing. Voting shall be by electronic ballot and held as needed but membership elections shall be no more frequent than quarterly. An applicant is elected to the membership by receiving a favorable vote of 75% or more of the members present and voting. Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

- (b) Members in good standing at the time of adoption of these bylaws are not subject to a vote of the Board but must agree to abide by these bylaws, and The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship.

SECTION 4. Termination of Membership. Memberships may be terminated:

- (a) by resignation. Upon written notice (email suffices) to the Secretary.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 1, 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 or ballot whose dues are unpaid as of the date of that meeting or when the ballot was officially open for voting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

**ARTICLE III
Members Meetings**

SECTION 1. Annual Meeting. The annual meeting of the club shall be held in the month of September, October or November in conjunction with the club's specialty show - if held that year - at a place, date, and hour as may be designated by the Board. The quorum for the annual meeting shall be ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum. To encourage participation, the board shall provide a means for attendance and voting for members not able to personally attend the Annual Meeting such as the use of electronic, virtual, teleconference or methods as may be developed.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the members of the Board who are present at any meeting of the Board or who vote by email; and may also be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Such special meetings shall be held by methods to encourage participation such as electronic, virtual, teleconference or methods as may be developed. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing. Nonvoting members do not count towards the determination of a quorum.

SECTION 3. Meeting Notice. Written notice of Annual and Special Club meetings shall be sent by both electronic mail by the Secretary and posted to the Club's website at least thirty (30) days prior to the date of the meeting and said notice shall state the purpose of the meeting and in the case of a Special meetings, no other club business may be transacted thereat.

ARTICLE IV Board Meetings

SECTION 1. Board Meetings. The first meeting of the Board shall be held immediately following the election. This and other meetings of the Board shall be held by methods such as electronic, virtual, teleconference or methods as may be developed as designated by the Board. Board Meetings are defined as physical or virtual gatherings where attendees see and/or hear each other. This includes meeting in person or by conducting a meeting by video conference or teleconference, whether simultaneously or serially. Written notice of each such meeting shall be sent electronically to club members and posted on the Club website thirty (30) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board, and decisions by the Board are passed by a simple majority of the Board members present and voting. Non-voting members, if any, do not count towards the determination of a quorum. Board meetings shall be held quarterly at a minimum.

SECTION 2. Board Business. The Board may also conduct business by telephone conference or video conference or by any other methods so long as the required notice to membership is provided. Items voted upon at Special Board Meetings or by any method other than "in-person" meetings must be confirmed in email by the Secretary within seven days of the board meeting and shall be reported on at the next regular meeting of the Board.

SECTION 3. Special Board Meetings. The notice provision of Section 1 may be excused or relaxed as set forth below:

- (a) the Board may meet in executive session without notice to or attendance by Club members in order to discuss and take action on confidential topics such as discipline, employment matters, legal issues and other subjects that are

necessarily confidential in nature; and

- (b) the normal notice period for open meetings may be shortened but not excused when the urgency of board business to be conducted does not allow for the normal notice period.

ARTICLE V Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and other persons (At-Large board members), all of whom shall be members in good standing and all of whom shall be elected for two (2)-year terms using a secret ballot and administered by the Secretary using electronic balloting (e-voting) and shall serve until their successors are elected. No Officer or Member of the Board of Directors may serve for more than three (3) consecutive elected full terms. Upon completion of three (3) consecutive elected full terms in any position, a minimum period of one (1) calendar year must elapse prior to that member standing for reelection or re-appointment to any position. General management of the club's affairs shall be entrusted to the Board. Officers shall be elected in even-numbered years and At-Large members shall be elected in odd-numbered years.

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.

- (a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) 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) 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 ordered by the club; 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, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The accounting books shall at all times be open to inspection by the Board and a report shall be given at every meeting on 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 moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

- (e) No person shall serve in more than one office unless a position is vacated mid-term at which point the President or Vice President will assume this additional role until a new appointment can be made in accordance with these bylaws

SECTION 3. At-Large Directors. There shall be three (3) At-Large directors on the Board. Each At-Large Director shall hold and have the responsibilities of a role to be determined by the Board.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election, by a majority vote of the members of the Board. Each director so selected shall meet the eligibility requirements of Article V. However, a vacancy in the office of President shall be filled automatically by the Vice President until the next annual election.

ARTICLE VI

The Club's Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. Fiscal Year. The Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. Voting. Each member in good standing whose dues are paid for the Fiscal year shall be entitled to one vote at any meeting or special meeting of the Club at which the member is present. At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present (personally or virtually) at the meeting, except for the annual election of officers and directors and amendments to the constitution and bylaws and the amendments to the Standard for the breed, which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the club is incorporated and AKC policy, which includes a procedure for Electronic Balloting (e-voting) Proxy voting will not be permitted at any club meeting or election. The Board may decide to submit other specific questions for decision of the members. Members may have specific questions submitted for decision by the full membership under the same procedure set forth in Article III, Section 2.

SECTION 3. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. The annual election cycle is as follows for both Board officers and At-Large positions:

- August 1 - Board selects nominating committee
- August 15 - Nominating committee convenes a meeting
- September 15 - Nominating committee proposes slate to Secretary
- October 1 - Secretary notifies membership of proposed slate; requests

- November 1 additional names be submitted
 - Slate is considered elected if no additional names are put forth as noted in the bylaws; new board installed
 - Secretary prepares election materials if additional names are submitted in accordance with the bylaws (if required)
 - November 15 - Election begins
 - December 15 - Election ends
 - January 1 - New board installed (if election required)
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- (a) A Nominating Committee shall be chosen by the Board before August 1. The committee shall consist of three members from different areas of the U.S.A. and/or Canada, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a chair for the committee, and it shall be such person's duties to call a committee meeting, which shall be held on or before August 15. The Nominating Committee may conduct its business by mail, or email or teleconference, but must document nominations in writing. Names shall be submitted to the Secretary on or before September 15.
- (b) The Nominating Committee shall nominate from among the eligible members of the club, at least one candidate for each office and for each position on the Board and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. No more than one member from any household shall be nominated for membership on the board. The committee shall then submit its slate of candidates to the Secretary, who shall mail or electronically mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before October 1 so that additional nominations may be made by the members if they so desire. The notice will also include the total number, names and contact information of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted and identify the eligible petitioners.
- (c) Additional nominations of eligible members may be made by written petition (email suffices) addressed to the Secretary and received on or before November 1 signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position and no more than one person from each household may stand for election to the Board. If the Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm, the Board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership and receive ballots for tabulation applicable to subsections "3c" and "3d".

- (d) If one or more valid additional nominations are received on or before November 1, the Secretary or board officer/director as noted in Section 3(b) shall, on or before November 15 send to each member in good standing an electronic ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside. Ballots must be submitted by December 15. So that the ballots may remain secret, the board shall utilize an electronic voting mechanism that ensures anonymity. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to tabulating the results, which shall be announced on or before January 1. Balloting may be accomplished in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

SECTION 4. Annual Election. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three At-Large candidates with the highest number of votes shall be elected as directors. If no valid additional nominations are received on or before November 1, the Nominating Committee's slate shall be declared elected, and no balloting will be required. Any uncontested position should be automatically elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board in the manner provided by Article V, Section 4. The election of officers and directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary (or Board Delegate) by December 15. Ballots shall be counted by two inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot; for all practical purposes two (2) members of the nominating committee shall serve as the inspectors. The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 5. Club's Official Year. The club's Official Year shall begin at the conclusion of the election or January 1.

ARTICLE VII Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. 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 appointment 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 VIII Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

SECTION 2. Charges. An individual member may refer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. Board members connected to the Charges shall recuse themselves from such disciplinary proceedings. 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. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board or a committee appointed 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 certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer. The hearing may be conducted by videoconference.

SECTION 3. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the Club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the

Board or the Board's appointed committee 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 or the Board appointed committee's decision and penalty, if any.

SECTION 4. Expulsion. 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 IX Amendments

SECTION 1. Amendments to the constitution and bylaws or breed standard may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws proposed by such petition shall be promptly considered by the Board 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. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2. The constitution and bylaws may be amended at any time and the Standard for the breed may be amended in accordance with AKC policies provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of notification, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Electronic Balloting described in Article VI shall be followed in handling such ballots, to assure secrecy of the vote. Notice sent to each member with such ballot shall specify a date not less than 30 days after the date received, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment. No amendment to the constitution or bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE X Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary 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 charitable organization for the benefit of dogs selected by the Board unless otherwise prohibited by State Law.

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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- 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
- Reports of Committees
- Unfinished business
- Election of new members
- 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 any other special rules of order the Club may adopt.