

BYLAWS OF THE GERMAN SHEPHERD DOG CLUB OF MINNEAPOLIS AND ST. PAUL, INC.

ARTICLE 1 NAME

The name of this organization shall be known as the GERMAN SHEPHERD DOG CLUB OF MINNEAPOLIS AND ST. PAUL, INC. This organization is also referred to as “GSDCMSP”, or “the Club”, in these Bylaws.

ARTICLE II OBJECTS

- A. The objects of the Club shall be to promote the breeding of the German Shepherd Dog; to procure the adoption of the Standard of the German Shepherd Dog as approved by the American Kennel Club, by breeders, judges, dog show committees and others as the recognized Standard by which this breed shall be judged; to protect, advance and improve the interests of the breed by offering prizes, giving and supporting breed shows and performance trials. We, as a recognized Regional Club of the German Shepherd Dog Club of America, Inc., will endeavor to hold one or more Specialty Shows, Obedience Trials and other performance events each year and any other events for which the Club is eligible under the rules and regulations of the American Kennel Club. In general to aid by every possible means in demonstrating its conspicuous abilities as companion, war, Red Cross, police, herding and lead dog for the blind. Also to bring together, help and encourage all German Shepherd Dog owners in every way without discrimination against any person on the basis of race, color, age, sexual preferences or religion.
- B. The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residuals from dues or donations to the Club shall inure to the benefit of any Member or individual, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its purpose.

ARTICLE III MEMBERSHIP

Section 1 NUMBER AND CLASS OF MEMBERS

The Club shall be composed of an unlimited number of Active and Honorary members:

- A. ACTIVE PAID MEMBERS shall be entitled to vote, hold office and participate in all benefits of the Club.
- B. HONORARY MEMBERS may be elected from among those having rendered valuable service to the Club or to the Breed. They shall be exempt from payment of dues and shall be entitled to all privileges of the Club.

Section 2 APPLICATION AND ELECTION TO MEMBERSHIP

Applications to Membership shall be made to the Membership Chairperson on the form provided, which shall include the name of the Member sponsoring the applicant.

- A. Applications shall be accompanied by an amount equal to the annual dues and any other indebtedness owing the Club.
- B. The Membership Chairperson shall read the application at the next available Membership Meeting following receipt of the application. The Member Applicant will be listed in the Membership Meeting

Minutes (under Membership Committee Report), which are sent to Members via email and are posted to the GSDCMSP Web page.

- C. Anyone having an objection to the proposed Member shall notify the Membership Chairperson in writing within 30 days of the publication of the Membership Minutes.
 - 1. If an objection is received, the Membership Chairperson will, at the next available Membership Meeting, announce that such an objection has been raised and that the matter has been taken under advisement by the Board.
 - 2. At its next regular Board Meeting, or at a Special Board Meeting called for that purpose, the Directors shall take the matter under consideration in closed session, and through discussion, hearings, and/or investigation, determine the validity of the objection.
 - a. Applicants for Membership who have been rejected by the Board may not reapply within one year after such rejection.
 - b. If the objection is determined to be invalid, the Membership Chairperson will proclaim it so at the next general Membership Meeting.
- D. If no objection has been received, or if the objection is declared invalid, the applicant shall be, without further action, accepted into GSDCMSP Club Membership.
- E. The new member shall receive a link by electronic means to the Standard of the German Shepherd Dog, the Bylaws, and the Standing Rules of the Club.

Section 3 MEMBERSHIP DUES

- A. The amount of the dues shall be set by the discretion of the Membership and may be changed upon a majority vote of those present at a regular Membership Meeting, or at a Special Membership Meeting called for that purpose. If a quorum is not obtained for that meeting, the vote for the change in the amount of dues will take place at the next regularly-scheduled Membership Meeting. Previous notice shall be mailed to the Membership of a proposal to increase dues 20 days prior to the meeting at which it is to be considered.
- B. Dues shall be assessed on a yearly basis from Oct. 1 through Sept. 30; provided that the dues of Members elected during the months of July, August, or September, shall commence with Oct. 1 of the current year. Annual dues shall be billed on or before Sept. 1, and payment must be postmarked by Oct. 15 together with any other indebtedness owing to the Club.
- C. Late payment of dues will be assessed a fine based on the following schedule: Oct. 16 – Nov. 30: \$5 late fee; Dec. 1–31: \$10 late fee. Payment of dues and all other indebtedness should be postmarked no later than Dec. 31 or shall result in loss of Membership. To regain an active Membership status, the Member must reapply for Membership as outlined in Section 2.

Section 4 RESIGNATION

Any Member may resign at any time by sending written notice thereof to the Secretary. Such resignation shall be effective upon receipt of such notice by the Secretary.

ARTICLE IV GOVERNMENT

Section 1 MANAGEMENT

General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2 ELECTED OFFICES

- A. The Board of Directors shall be comprised of the four duly elected officers of the Club, each elected for a one-year term of office, and three additional members to be elected for two-year terms. 1. On even years, two Directors are elected for two two-year terms.
2. On odd election years, one Director is elected for a two-year term.
- B. Any Director missing four regular Board Meetings in a calendar year shall automatically be dropped from the Board. The Board may reinstate a Director who has been dropped for non-attendance by a motion approved by 75 percent of the Directors present, but such action must be taken no later than the next regular meeting following the fourth absence.

Section 3 OFFICERS' DUTIES

- A. **PRESIDENT:** The President shall preside at meetings of the Members of the Club. The President shall be ex-officio member of all committees. The President shall act as executive head of the Club and shall perform all duties incidental and customary to the office. The President shall appoint all necessary committees.
- B. **VICE PRESIDENT:** The Vice President shall, in the absence or disability of the President, perform all the duties of the President. The Vice President shall be responsible to the Club for proper functions of all appointed committees.
- C. **SECRETARY:** The Secretary, on behalf of the Club, shall have charge of general correspondence, keep the records and roll of the Members, the Minutes of the proceedings at all meetings, and shall perform any and all other duties customary to the office.
- D. **TREASURER:** The Treasurer shall receive, collect and handle all Club funds and keep record of same. The Treasurer shall deposit all funds in such bank or trust company as the Board of Directors may from time to time designate, and shall make such disbursements therefrom as are necessary and proper to meet the just and due obligations of the Club. The Treasurer shall render a statement at the annual meeting of the Members and at such other times as the Board may direct. The Treasurer shall report to the President the names of all Members delinquent in the payment of dues and shall perform such other duties as are usual and customary to the office. The Board shall appoint a committee of three Members to make an annual audit of the Treasurer's records at the end of the Club's fiscal year, which audit shall be reported at the March Meeting.

Section 4 VACANCIES

Any vacancies occurring on the Board or among the offices 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 the President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Section 5 INDEMNIFICATION AND INSURANCE

- A. **Indemnification:** Each Director, Officer, employee or agent of the Club will be indemnified against expenses; including attorney's fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person, to the fullest extent to which Officers and Directors may be indemnified by law.
- B. **Insurance:** GSDCMSP shall purchase and maintain insurance on behalf of any person who may be indemnified to the extent of such person's right to indemnity under this Article.

ARTICLE V ELECTIONS

Section 1 NOMINATIONS

The Board of Directors shall appoint a Nominating Committee of three club Members at the November Board Meeting.

- A. In order to be nominated for an office of the GSDCMSP, an individual must be a Member in Good Standing for the previous two years, Oct. 1 through Sept. 30; and have paid their dues on or before Nov. 15 of the current year.
- B. The Nominating Committee shall submit the slate of nominees at the December Membership Meeting. Nominations may also come from the active paid Members present at the December Membership Meeting. Nominations shall be closed at that meeting. A list of the candidates for each office shall be sent to every Member by the Secretary via the December Meeting Minutes.
- C. If, at the conclusion of the nominations for Club Officers and Directors, there is only one candidate for each position, the slate will not be sent out in a mailed ballot but shall be declared elected at the Annual Meeting.

Section 3 BALLOTS AND VOTING *(modified 12/8/23)*

- ~~A. Ballots for the Annual Election shall be mailed to the membership (to members in good standing that have paid their dues on or by Nov. 15 of the current year) by the Secretary a minimum of 20 days prior to the Annual Meeting.~~
- A. The Club will use an electronic voting solution recommended and approved by the Treasurer, Technology Committee and the Board of Directors. *(passed 12/8/23)*
- ~~B. The following method shall be used:
 - 1. Members' ballots must be filled in and sealed in an envelope marked "Ballot".
 - 2. The Ballot envelope is placed in the envelope addressed to the Treasurer.
 - 3. Members must print their name on the outer envelope that is addressed to the Treasurer.
 - 4. Members must either mail their ballot to the Treasurer, or deliver in-hand to the Treasurer at the Annual Meeting.
 - 5. All signed envelopes and ballots must be retained by the Treasurer until after the election results are announced and then destroyed.~~
- B. If necessary, ballots with instructions for voting for the Annual Election shall be emailed (or mailed if members have opted out of electronic voting) by the Secretary to members in good standing (members that have paid their dues on or by Nov. 15 of the current year), a minimum of 20 days prior to the Annual Meeting. *(passed 12/8/23)*

Section 4 ELECTION *(modified 12/8/23)*

The election of the Directors and Officers shall be held **announced** at the Annual Membership Meeting of the Members of the Club. *(passed 12/8/23)*

- ~~A. The Treasurer is responsible for bringing the unopened ballots to the Annual Meeting and keeping them secure until the ballots are counted.~~
- ~~B. A Counting Committee comprised of three persons (one of whom is a non-Club Member) is appointed at the Annual Meeting.~~
- ~~C. Ballots will be counted for each office by the Counting Committee with the President announcing the election results at the Annual Meeting.~~
- D. A. Electees take office at the close of the Annual Meeting. *(passed 12/8/23)*
- E. B. No two offices shall be held by the same person. *(passed 12/8/23)*

ARTICLE VI

MEETINGS OF MEMBERS

Section 1 ANNUAL MEETING

The Annual Meeting of the Members of the Club shall be held in the metropolitan Minneapolis-St. Paul areas in the month of January each year, at a date, time and place to be fixed by the Board of Directors. Notice of the Annual Meeting, stating the date, time and place, must be mailed or emailed by the Secretary to every Member of the Club at least 20 days prior to such meeting.

Section 2 REGULAR MONTHLY MEETINGS

Regular monthly meetings of the Club shall be set by resolution of the general Membership at such time and place as shall be determined by the Board of Directors. The Secretary shall notify all Members or monitor to ensure the notification is mailed or emailed to all Members. Notification of the meeting must arrive no less than five days prior to such meeting; stating the date, time and place of the meeting.

Section 3 SPECIAL MEETINGS

A Special Meeting of the Club shall be called by the Secretary either upon direction of the President or of the Board of Directors. Special Meetings of the Club shall be called by the Secretary upon written request of 20 Members. The Secretary shall notify all Members at least 20 days prior to the meeting, stating the date, time and place of the meeting, and the purpose for which the meeting was called. No other business may be transacted at such Special Meetings.

Section 4 MEMBERSHIP MEETING QUORUM

A quorum for all Membership Meetings shall consist of ten active members, two of which must be Officers of the Club.

Section 5 BOARD MEETINGS

The Board of Directors shall meet monthly at a time and place to be designated by the President. Minutes of the Board Meeting shall be published on the GSDCMSP Web page.

Section 6 SPECIAL BOARD MEETINGS

Special Meetings of the Board of Directors may be called by the President, or by three Directors.

Section 7 BOARD MEETING QUORUM

Five Directors shall constitute a quorum for the transaction of business at Board Meetings.

Section 8 VOTING

At meetings of the Members of the Club, all questions, except those the manner of which are otherwise regulated in the Bylaws or as specified in Roberts Rules of Order as requiring a 2/3 vote, shall be decided by a majority vote of the Members who are present and voting, provided that any qualified voter may demand a vote by ballot.

Section 9 ELECTRONIC COMMUNICATION

A. Meetings, with the exception of the Audit Committee, may be conducted by electronic means. B. All notices, reports and other communications may be conducted and distributed by electronic means. Written communication shall include communication by email for those members who have provided an email address and have agreed to accept communications in this manner.

ARTICLE VII

FISCAL YEAR AND ACCOUNTING METHOD

The Club's fiscal year shall begin on Jan. 1 and end on Dec. 31. The Club's books shall be kept and reports shall be prepared using the cash basis method of accounting.

ARTICLE VIII COMMITTEES

Section 1 STANDING COMMITTEES

- A. The President shall, with the approval and ratification of the Board, appoint the following Committee Chairpersons whose duties are as identified in Section 2 below: Show Chairperson, Training Chairperson and Membership Chairperson.
- B. The terms of the appointed standing Committee Chairpersons shall run concurrently with those of the elected officers, but may be terminated by a majority vote of the full membership of the Board of Directors, upon written notice to the appointee; and the Board may appoint a successor to those persons whose services have been terminated.

Section 2 CHAIRPERSON DUTIES

- A. **SHOW CHAIRPERSON:** The Show Chairperson shall plan, coordinate, and supervise the Annual Specialty Show, except for the selection of the judges and show site, which will be decided by the general Membership. The Show Chairperson shall appoint committee Members or sub-committees necessary to assist the Show Chairperson in carrying out the duties of the Show Chairperson. All such sub-committees shall report to the Show Chairperson.
- B. **TRAINING CHAIRPERSON:** The Training Chairperson shall carry out the policies of training classes established by the Board of Directors. The Training Chairperson shall plan and organize the training program, select and appoint trainers, supervise training and suggest improvements.
- C. **MEMBERSHIP CHAIRPERSON:** The Membership Chairperson shall accept applications for prospective Members and shall be responsible for planning new Membership drives.

Section 3 AD HOC COMMITTEES

The President shall also have the authority to appoint any ad hoc committees to aid the President on particular projects. The President shall also have full power to terminate such appointments.

ARTICLE IX DISCIPLINE

Section 1 AMERICAN KENNEL CLUB

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 press charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specific actions must be filed in duplicate with the Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board following a hearing.

- A. The Secretary shall promptly send a copy of the charges to each Member of the Board or present them at a

Board Meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not constitute conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction.

- B. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board, no less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused Member by registered mail 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 complainant and defendant shall be treated uniformly in that regard.

- C. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the Membership that the penalty be expulsion.
- D. In such cases, the suspension shall not restrict the defendant's rights to appear before his fellow Members at the ensuing Special Membership Meeting called for the purpose of hearing this issue, 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

- E. Expulsion of a Member from the Club may be accomplished only at a Special Meeting of the Club following a Board hearing and upon the Board's recommendations as provided in Section 3 of this Article. Such proceedings may occur at a Special Meeting of the Club to be held within 60 days, but no earlier than 30 days after the date of the Board's recommendations of expulsion.
- F. If a Special Meeting of the Membership is called and a quorum is not reached, an adjourned meeting shall be set and 20 days' notice sent to the Membership. 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 findings and recommendations, 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 the expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE X ROBERT'S RULES

The rules contained in the current edition of *Robert's Rules Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE XI AMENDMENTS

Section 1 BYLAWS

The Bylaws of the Club may be amended, altered or repealed by a two-thirds vote of the members present at

any regular meeting or at a Special Meeting of the Members called for that purpose; provided however; that all proposed changes shall be filed with the Secretary at least 30 days in advance of the meeting at which said changes shall be considered, and a copy of same together with a notice of the meeting, sent to each Member electronically (or through U.S. mail depending on Member's preferred form of communication) at least 20 days prior to the meeting. An affirmative vote of two-thirds of the Members attending the meeting shall be required to enact any such changes.

Section 2 STANDING CLUB RULES

Standing Rules covering Club policy shall be adopted from time-to-time at the discretion of the general Membership. A majority vote at any regular Membership Meeting of the Club will be sufficient to decide such rules, except that when such rules are adopted, they cannot be modified, repealed or otherwise altered at that same meeting. All such Standing Rules shall be consistent with the Bylaws of this Club.

ARTICLE XII DISSOLUTION

The Club may be dissolved at any time by the written consent of two-thirds of the Members or by a resolution of the Club adopted by a two-thirds vote at a Special Meeting called for that purpose. In such cases, after payment of all just debts and liabilities of the Club, its assets, if any, shall be disbursed to a recognized non profit organization or organizations chartered for the benefit of dogs at the discretion of the then active Members.

ADOPTION AND REVISION

These Bylaws were adopted as revised *Sept. 14, 2007*.

These Bylaws were adopted as revised *May 10, 2013*.

These Bylaws were adopted as revised *Nov. 10, 2016*.

These Bylaws were adopted as revised *March 9, 2018*.

These Bylaws were adopted as revised *December 8, 2023*