

Constitution

Article I Name and Objects

Section 1. The name of the Club shall be TWIN CITIES VIZSLA CLUB, INC.

Section 2. The objects of the Club shall be:

(a) to emphasize excellence in the breeding of purebred Vizslas, and to do all possible to bring their natural qualities and abilities to perfection;

(b) 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 Vizslas shall be judged;

(c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at dog shows, obedience trials, agility trials, tracking tests, hunting tests, field trials, and other dog related activities; and

(d) to conduct sanctioned and licensed specialty shows, obedience trials, agility trials, tracking tests, hunting tests, and field trials under the rules and regulations of The American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

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.

Bylaws

Article I Membership

Section 1. Eligibility. There shall be three types of membership open to all persons who are in good standing with The American Kennel Club and subscribe to the purposes of this Club:

(a) Regular – open to persons 18 years of age or older. Regular membership includes all Club privileges.

(b) Associate – open to persons 18 years of age or older. Associate membership includes all Club privileges except voting and holding office.

(c) Junior – open to persons 17 years of age or younger. Junior membership includes all Club privileges except voting and holding office.

While membership is unrestricted as far as residence, the Club's primary purpose is to be representative of the breeders, exhibitors and owners in and around the Twin Cities metropolitan area.

Section 2. Dues. Membership dues shall be established by the Board of Directors and approved by a majority vote of the regular membership at a regularly scheduled or special Club meeting called for that purpose at least six months prior to the beginning of the Club's fiscal year in which the dues are to be effective. These dues shall be payable on or before the first day of January each year. During the

month of November, the Treasurer shall send to each member a statement of his or her dues for the ensuing year. No regular member whose dues are not paid for the current year may vote or hold office.

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 payment of dues for the current year. 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. At the next Club meeting the application will be voted on. Affirmative votes of 2/3 of the regular members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 4. Termination of Membership. Memberships may be terminated by:

(a) 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. There will be no refund of dues already paid.

(b) lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year. However, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting if his or her dues are unpaid as of the date of that meeting.

(c) expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Article II Meetings and Voting

Section 1. Club Meetings. Meetings of the Club shall be held in and around the Twin Cities metropolitan area, at least six times per year, at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary to all members, or published in the Club newsletter, at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the regular members in good standing.

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 and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five regular members of the Club who are in good standing. Such special meetings shall be held in and around the Twin Cities metropolitan area, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary to all members, or published in the Club newsletter, at least ~~5~~ five days and not more than 15 days prior to the date of the meeting, and such notice shall state the purpose for the meeting, and no other Club business may be transacted thereat. The quorum for such meeting shall be 20 percent of the regular membership in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held in and around the Twin Cities metropolitan area, at least six times per year, at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed by the Secretary to all members, or published in the Club newsletter, at least five days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

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 members of the Board. Such special meetings shall be in and around the Twin Cities metropolitan area, at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice shall be mailed by the Secretary to all members at least five days and not more than ten days prior to the date of the meeting. 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 or she is present. No voting privileges shall be afforded an associate or junior member. Proxy voting is not permitted. The annual election of Officers and Board of Directors shall be conducted by a written secret ballot at the annual meeting, and the results shall be announced at that meeting.

Article III Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and five other persons, all of whom shall be regular members in good standing. They shall be elected for one-year terms as provided in Article IV and serve until their successors are elected. No Board member shall serve for more than five consecutive terms, with the exception of Treasurer. 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, shall serve in their respective capacities both with regard to the Club and its meetings and to 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, of the Board and of all matters of which a record shall be ordered by the Club. He or she shall: 1) have charge of the correspondence, 2) notify members of meetings, 3) notify new members of their election to membership, 4) notify Officers and Directors of their election to office, 5) keep a roll of the members of the Club with their addresses, and 6) carry out such other duties as are prescribed by these Bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer shall keep accurate, up-to-date books of the Club's finances and these books shall be open to inspection by the Board at all times. At every meeting, the Treasurer shall report the condition of the Club's finances and every item of receipt or payment not before reported. At the Club's annual meeting he or she shall render a written accounting of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in an amount determined by the Board of Directors.

Section 3. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of the remaining members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board meeting called for that purpose; except that a vacancy in the office of 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.

Article IV

The Club Year, Annual Meetings, Elections

Section 1. Club year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the announcement of the election results at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of December, at which Officers and Directors for the ensuing year shall be elected and announced. They shall take office immediately, and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the annual meeting.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for the other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three regular members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting, which shall be held on or before October 1st.

(a) The Committee shall nominate one candidate for each office, and five candidates for the five other Board positions. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, and before October 15th, the Secretary shall notify each Club member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated is a regular member and does not decline when his or her name is proposed. If the proposed candidate is not in attendance at this meeting, the nominating member shall present to the Secretary a written statement from the proposed candidate indicating his or her willingness to be a candidate. No person may be a candidate for more than one position. The additional nominations which are provided for herein may be made only from among those regular members who have not accepted a nomination of the Nominating Committee.

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

Article V

Committees

Section 1. Appointments. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, hunting tests, field trials, trophies, annual awards, membership, and other areas 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. Terminations. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

Article VI 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 the Club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, 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 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 concludes that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it shall 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 three weeks or 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 or her own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all of 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 months from the date of the hearing. If it deems that punishment insufficient, the Board 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 or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 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 3 of this article. Such proceedings 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 or her 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 or her own behalf if he or she wishes. The regular members present at the meeting shall then vote by secret written 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 VII Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the regular membership in good standing. Amendments 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.

Section 2. The Constitution and Bylaws may be amended by 2/3 vote, by secret written ballot, of the regular members present and voting at any regular or special meeting called for that purpose, provided

that the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Article VIII Dissolution

Section 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the regular members. In the event of the dissolution of the Club, other than for purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property or assets of the Club shall be distributed to any members of the Club. 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.

Article IX 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 of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

Article X 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.