



SAINT PAUL – MINNEAPOLIS BULLDOG CLUB

CONSTITUTION and BY-LAWS

ARTICLE I Name and Objectives

Section 1 – Name

The name of the Club shall be Saint Paul - Minneapolis Bulldog Club, Incorporated.

Section 2 – Objectives

The objectives of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Bulldogs and to do all possible to bring their natural qualities 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 Bulldogs shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows;
- (d) to conduct dog shows 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 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 required to carry out these objects.

ARTICLE II Membership

Section 1 – Eligibility

There shall be four types of membership open to all persons eighteen years of age and over, who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. These memberships shall be defined as follows:

Individual – enjoys all club privileges including the right to vote and to hold office.

Household – two (2) adult members residing in the same household, each eligible to vote and hold office.

Senior Citizen – shall be at least age sixty-five (65) and eligible to vote and to hold office.

Lifetime – for those individuals who have been members for at least twenty-five years (25). Life members pay no dues, but are eligible to vote and hold office.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the Bulldog breeders, exhibitors and owners in its immediate area.

Section 2 – Dues

Membership dues shall be recommended by the Board Members and presented to the general membership at the meeting in January. These dues shall reflect the current economic conditions. Dues will be payable on or before December 31 for ensuing year. No member may vote whose dues are not paid for the current year.

The Secretary shall send to each member, no later than by October 15th, a statement of each member's dues for the ensuing year.

Section 3 -- Election to Membership

Each applicant for membership must be sponsored by a member in good standing. Each applicant for membership shall apply on a form provided by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws and the rules of the American Kennel Club.

The application shall state the name, address and occupation of the applicant. It will also contain the sponsor's name and signature.

Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants joining after July 1st will pay half that year's dues and applicants joining after October 1st will pay the following year's dues at that time. All applications are to be filed with the Secretary and each application is to be read at the first general meeting following its receipt. At the next general meeting immediately following, the application will be re-read and voted upon and affirmative votes of $\frac{3}{4}$ of the members present and voting at that meeting shall be required to elect the applicant.

Applications for membership, which have been rejected by the general membership, may not be reapplied for within six months after such rejection.

Section 4 --Termination of Membership

Memberships may be terminated:

- (a) By Resignation: Any member to resign 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.
- (b) By Lapsing: A member will be considered lapsed and automatically terminated if such member's dues remain unpaid after January 31, however, the Board may grant up to 90 additional days of grace to such delinquent members. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) By Expulsion: A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

ARTICLE III Meetings

Section 1 – General Membership Meetings

Regular meetings of the Club shall be held at least six times each year at a place and time designated by the Club, in the greater St. Paul-Minneapolis area , except any month when notice is sent to the contrary. Such notice having been sent, by the Secretary, at least five days prior to the meeting. The quorum for such a meeting shall be 20% of the members in good standing.

Section 2 – Special General Membership Meetings

Special Club meetings may be called by the President, or by a majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater St. Paul-Minneapolis area at a place designated by the person or persons authorized herein to call such a meeting. Written notice of such meetings shall be e/mailed, by the Secretary, at least five days and not more than fifteen days, prior to the date of the meeting; and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members.

Section 3 – Board of Directors Meetings

Meetings of the Board of Directors shall be held in the greater St. Paul-Minneapolis area before or after the regular membership meeting in the months of January, April, July and October. Written notice of each such meeting shall be e/mailed by the Secretary, at least five days prior to the date of the meeting. The quorum for such a meeting shall be six members.

Section 4 – Special Board Meetings

Special meetings of the Board of Directors may be called by the President or by the Secretary, upon receipt of a written request signed by at least three members of the Board. Such special meetings

shall be held in the greater St. Paul/Minneapolis area and at such an hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be e/mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be six members.

Section 5 – Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club in which he/she is present. Proxy voting will not be permitted at any club meeting or election.

Section 6 – E-mail meeting notifications policy

The club may send notification of club meetings and board members notification of meetings, via email provided that the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification not be received or be received late by the member or board member due to circumstances beyond the club's control.

ARTICLE IV DIRECTORS and OFFICERS

Section 1 – Board of Directors

General management of the club affairs shall be entrusted to the Board of Directors. The Board of Directors shall be comprised of nine persons all of whom shall be members in good standing and shall be elected by the general membership for a period of two years. Four shall be elected at one Annual meeting and five at the following Annual meeting. From this new Board of Directors, the general membership shall select for a term of one year, the following officers: President, Vice-President, Secretary and Treasurer.

Section 2 – Officers and Duties of Officers

The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer, shall serve in their respective capacities both with regards to the Club and its meetings and the Board of Directors and its meetings.

- (a) The President: shall preside at all meetings, special meetings and Board of Directors meetings except when charges are being brought against the President. He/She shall be an ex-officio member of all committees, except the nominating committee, and shall have the general supervision over the affairs of the Club and over other officers; The Board as a whole, not the President alone, is entrusted with the general management of the club's affairs; He/She shall perform all other duties that are incident to this office. He/She may vote on the amendment to the By-Laws, expulsion of members, applications for membership, and all matters pertaining to the holding of dog shows and election of officers. On all other matters, he/she may vote in case of a tie and then he/she must cast the deciding vote.
- (b) The Vice-President: shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
- (c) The Secretary: shall keep a record of all meeting of the Club and the Board of Directors and all matters of which a record shall be ordered by the Club. He/she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such duties as are prescribed in this Constitution and By-Laws.
- (d) The Treasurer: shall collect and receive all moneys due or belonging to the club and receipt therefore. He/she shall deposit the same in a bank satisfactory to the Board of Directors, in the name of the Club. The books, at all times, shall be open to inspection of the Board of Directors and he/she shall report to them at every meeting, the condition of the Club's finances and every item or receipt or payment not before reported; and at the January meeting shall render an account of all moneys received and expended during the previous fiscal year. The bank accounts shall identify the President and Treasurer and the checks for all approved disbursements must be signed by the President or the Treasurer.

Withdrawals from the savings account may be made by the Treasurer or the President, and that withdrawal must be transferred into the checking account when authorized by the Board of Directors. The authorized officers are President, Secretary and Treasurer.

Section 3 – Vacancies

Any vacancies occurring on the Board of Directors during the year, shall be filled for the unexpired term of office, by a majority vote of all the general membership at its first regular meeting, following creation of such vacancy.

ARTICLE V (The Club Fiscal Year, Annual Meeting, 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.

Section 2 – Annual and Election of Directors-Officers Meeting

The Annual membership meeting shall be held in the month of November, at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this article. The nominated candidate receiving the greatest number of votes shall be declared elected. The newly elected Directors and Officers shall take office on January 1ST of the ensuing year. Each retiring officer shall turn over to his/her successor in office, all properties and records relating to that office by December 31.

Section 3 – Proxies

Proxy voting will not be permitted at any Club meeting or election.

Section 4 – Nominations

No person shall be a candidate who has not been nominated and who has not paid all financial obligations due and owing the Club. Also, to be eligible he or she must be a member in good standing and he/she must have attended two-thirds of the regular scheduled general club meetings during the previous year, except under extenuating circumstances approved by the Board. During the month of July, the Board of Directors shall select a chairman of the nominating committee who shall be a member of the continuing Board of Directors and two (2) additional committee members who shall be selected from the general membership. The Secretary shall immediately notify the committee members of their selection. It shall be the nominating committee chairman's duty to call a committee meeting, which shall be held on or before August 15th.

- (a) The committee shall nominate one candidate for each vacancy on the Board of Directors and immediately report their nominations to the Club Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Club Secretary shall forthwith notify each member, in writing, of the candidates so nominated and secure a response.
- (c) Any person so nominated who accepts or declines to be a candidate for the Board of Directors shall notify the club Secretary, in writing, within fifteen days of the date of the Secretary's letter of notification. If the Secretary receives no response it will be considered a refusal to accept the nomination.
- (d) Immediately after the expiration of the period in which the nominee may so accept or decline the nomination, the Secretary shall telephone or e/mail to each member, a notice of all such acceptance or declinations, which have been received by him/her.
- (e) Additional nominations may be made at the October meeting by any paid member in attendance, provided that the person so nominated does not decline when his/her name is proposed and provided further, that if the candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary, a written and signed statement from the proposed candidate signifying his/her willingness to be a candidate. Additional nominations, which are provided, for herein, may be made only from among those members who were

not nominated by the Nominating Committee or who have declined such nomination as above provided. However, no person who has declined the committee's nomination may be nominated at the October meeting.

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

ARTICLE VI Committees

Section 1 – Committees and Appointment

At its first meeting of the official year, the Board of Directors shall appoint the following committees:

- (a) Bulldog Specialty Show Committee: consisting of two members, which committee will be in direct charge of, and responsible for, all phases of the Club's sanctioned shows and matches, subject however, to the final authority of the Board of Directors.
- (b) Auditing Committee: which shall consist of three (3) members, which committee shall examine the records of the Treasurer, including all committees, during the last month of each Fiscal year and report its finding to the Club at the January meeting. Each committee shall submit to Treasurer their detailed income and expenses for the concluding Fiscal year by December 20th.
- (c) Such other committees as are considered desirable.

Section 2 – Termination

Any committee appointment 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 of Directors may appoint successors to those persons whose service has been terminated.

ARTICLE VII Suspension

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 another member for alleged misconduct prejudicial to the best interests of the Club. 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. 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 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 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 of Directors Hearing

The Board of Directors shall have complete authority to decide whether counsel may attend the meeting, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may, by a 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. 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/her

fellow members at the ensuing Club meeting which considers the Board of Directors recommendation. Immediately after the Board of Directors 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 of Directors decision and penalty, if any.

Section 4 – Expulsion

Expulsion of a member of the Club may be accomplished only at a meeting of the Club, following a Board of Directors 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 sixty days, but not earlier than thirty days after the date of the Board of Directors recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors findings and invite the defendant to speak in his/her own behalf, if he/she wishes. The meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors 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 addressed to the Secretary signed by 20 percent 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 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 secret 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 weeks prior to the date of the meeting.

All approved Amendments to this constitution are to be recorded in Appendix A, Approved Amendment Change. This Constitution and By-Laws shall only contain the latest Approved Amendment.

ARTICLE IX Dissolution

Section 1. The club may be dissolved at any time by 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 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 the debts of the club property and assets shall be given to a charitable organization, for the benefit of dogs, selected by the board of directors.

The last act of the President or the officer in charge shall be to expedite the delivery of the Club's assets and property to the designated charitable organization as specified by the Club. A receipt for these assets and properties shall be obtained and attached to the Club's records. These records shall be kept safe and intact for the legal period by any person selected by a simple majority of the members present at the final meeting.

ARTICLE X Order of Business

Section 1 – Membership Meetings

At the general membership meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Attendance sheet is passed to those present
 Introduction of any guests, if present
 Approval of the Secretary's Report
 Approval of the Treasurer's Report
 Reporting of Committees
 Election of Board Members and Officers (at the Annual meeting)
 Election of New Members
 Unfinished Business
 New Business
 Adjournment

If the Secretary's minutes have been distributed to all members prior to the meeting, then the reading of the minutes can be dispensed with for that meeting.

Section 2 – Board of Directors Meetings

At meeting of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Attendance is taken.
 Approval of the minutes of the last meeting
 Unfinished Business
 New Business
 Adjournment

If the Secretary's minutes have been distributed to all members prior to the meeting, then the reading of the minutes can be dispensed with for that meeting.

ARTICLE XI 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 special rules of order the club may adopt.

APPENDIX A Approved Amendment Changes

On October 15, 2006 the Club membership approved the following changes to the Constitution and By-Laws that are incorporated with-in this document:

AKC recommendations were made to change the verbage to resemble the sample constitution provided by the AKC for the following Articles/Sections:

Article II, Section 3 – no changes made per member vote.

Article III, Section 1 – add "The quorum for such meeting shall be 20% of the members in good standing"

Article III, Section 3 – leave last sentence as "six board members"

Article III, Section 4 – remove the third sentence "or e/mailed by the Secretary be initiated at least three days and not more than five days prior to the date of the meeting (this was a duplicated sentence in the paragraph)

Article III, Section 5 - add "Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club in which he/she is present. Proxy voting will not be permitted at any club meeting or election."

Article III, Section 6 – add "Email meeting notification policy: The club may send notification of club meetings and board members notification of meetings, via email provided that the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification not be received or be received late by the member or board member due to circumstances beyond the club's control."

Article IV, Section 1 – change to “The board shall be comprised of nine persons all of whom shall be members in good standing.”

Article V, Section 4e – Underline the last sentence for clarification “However, no person who has declined the committee’s nomination may be nominated at the October meeting.”

Article V, Section 4e – add paragraph “Nominations cannot be made at the annual meeting or in any other manner than as provided for in this section.”

Article VIII, Section 3 – remove this paragraph

On September 20, 2008 the Club membership approved the following changes to the Constitution and By-Laws that are incorporated with-in this document:

Article V, Section 4 – Nominations - add: “and he/she must have attended two-thirds of the regular scheduled general club meetings during the previous year, except under extenuating circumstances approved by the Board.”

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