

**ARTICLE 1  
NAME AND OBJECTIVES****SECTION 1 - NAME**

The name of the Club shall be Affenpinscher Club of America, Inc.

**SECTION 2 - OBJECTIVES**

The objectives of the club shall be:

- a. To encourage and promote quality in the breeding of the purebred Affenpinscher and to do all possible to bring their natural qualities to perfection;
- b. To encourage the organization of independent local Affenpinscher Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- c. 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 Affenpinschers shall be judged;
- d. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials;
- e. To conduct sanctioned matches, all-specialty shows and obedience trials under the rules of The American Kennel Club;

**SECTION 3 - NONPROFIT OPERATIONS**

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 - BYLAWS**

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

**ARTICLE II  
MEETING****SECTION 1 - ANNUAL MEETING**

The Annual Meeting shall be held in conjunction with the National Specialty Show to be held between March 15th and September 30th of each year. The date and location of the Annual Meeting and National Specialty Show must be set, by the Board of Directors, at least a year in advance. Notice of the meeting shall appear in the Club newsletter published at least one month prior to the month the meeting is to be held. The quorum for the annual meeting shall be 10% of the members in good standing including one executive officer. (Foreign and Associate members do not count in determining a quorum.)

**SECTION 2 - SPECIAL CLUB MEETINGS**

Special Club meetings may be called by the President or by a majority vote of the Board who are present at a meeting of the Board or who vote by mail and shall 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 meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or e-mailed by the Recording Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted.

The quorum for such a meeting shall be 10% of the members in good standing including one executive officer.

### SECTION 3 - BOARD MEETINGS

The first meeting of the newly elected board shall be held within 60 days of the beginning of the operating year, October 1st. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. A minimum of one Board Meeting must be held each calendar quarter. A minimum of one Board Meeting must be held each calendar quarter. The quorum for a Board Meeting shall be a majority of the Board voting in person or by videoconference or teleconference.

### SECTION 4 - BUSINESS BY MAIL AND/OR TELEPHONE

Meetings: The Board of Directors may hold meetings, in person or by videoconference or teleconference.

Business (voting) can be conducted at meetings or through mail, fax or e-mail. In order for business to be conducted by e-mail the following must occur:

1. Every board member must be provided with the means to participate;
2. A procedure must be in place to verify the identity of the individuals participating, to ensure that they are eligible board members;
3. A mechanism must be in place to insure that the board members are "listening";
4. All board members must agree to participate in this manner.

Clubs may send members notification of club meetings; dues notices; minutes and newsletters via e-mail. Affirmative action shall require the support of the majority of the entire Board. Written minutes shall be prepared of all business conducted and be subject to confirmation within 15 days whether by mail, e mail or at a meeting of the Board.

## **ARTICLE III DIRECTORS AND OFFICERS**

### SECTION 1 - BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President, referred to as Officers, and four (4) other persons, referred to as Directors, all of whom shall be members in good standing and residents of the United States. The Past President will be an ex-officio member of the Board for two years and have no Board voting rights.

The President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four Directors shall be elected to and hold two year terms. Each Officer and Directors shall be limited to two consecutive terms in the same office. Only one member of a household membership may serve as an Officer or Director in the same term.

The Officers and Directors shall be elected as provided in Article IV, and shall serve until their successors take office. 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, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. 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 By-laws.
2. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
3. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail or e-mail, and of all matters of which a record shall be ordered by the Club, and carry out such duties as are prescribed by the American Kennel Club and in these By-laws.
4. The Corresponding Secretary shall 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 copies of membership applications and publish a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed by The American Kennel Club and in these By-laws.
5. The Treasurer shall collect and receive all monies due to or belonging, to the Club. The Treasurer shall deposit the same in a bank approved by the Board in the name of the Club. The books shall be opened at all times to inspection by the Board and s/he shall have published in the newsletter a semiannual report of the Club's finances, including, a summary of every item of receipt or payment not before reported. An account of all monies received and expended during the fiscal year shall be reported to the Board and published in the newsletter within 30 days of the end of the fiscal year. Upon completion of all transactions for a fiscal year, the Treasurer shall have the Records and Books, of the Club, checked and verified by an independent, financial professional, chosen by the Board of Directors. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.
6. The Delegate to The American Kennel Club shall be elected by the membership at the Annual Meeting to serve a two-year term. The delegate shall attend and report on quarterly meetings of The American Kennel Club.

## SECTION 3 - QUALIFICATIONS

The candidates for all positions shall have been an Individual, Household or Lifetime member in good standing for a period of at least two years and be a resident of the United States.

## SECTION 4 - VACANCIES

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next election, by a majority vote of all the then members of the Board, 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.

## SECTION 5 – BONDING AND INSURANCE

All Officers and Directors shall be indemnified from personal financial liability through the ACA purchasing of Directors and Officers Insurance.

## **ARTICLE IV THE CLUB YEAR, NOMINATIONS, ELECTION**

### **SECTION 1 - CLUB YEAR**

The Club's fiscal and operating year shall begin on the 1st day of October and end on the 30th day of September. On the 1st of October the elected Officers and Directors take office, and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office. All records other than those of the previous term shall be sent to the Archivist for permanent retention.

### **SECTION 2 - VOTING**

At the annual meeting or at a special meeting of the Club voting shall be limited to those members in good standing, whose dues are paid in accordance with Article I, Section 2, of these By-laws, who are present at the meeting, except for the annual election of Officers, Board and Delegate; amendments to the Constitution and by-laws; and amendments to the Breed Standard, which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decisions of members by written ballot cast by mail.

### **SECTION 3- ELECTION**

Subject to the provisions of Section 4, Nominations and Ballots, the election of Officers, Directors and Delegate to The American Kennel Club, who may but need not be a Director or Officer of the Club, shall be by secret ballot. Ballots to be valid must be received by the Recording Secretary by July 1st. Ballots shall be counted by an Independent Professional or Organization, recommended by the Recording Secretary and approved by the Board. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the election verification, is unable to serve for any reason, the nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

### **SECTION 4 - NOMINATIONS AND BALLOTS**

No person may be a candidate in a Club election who has not been nominated in accordance with these By-laws. A Nominating Committee shall be chosen by the Board of Directors before February 15th, the members of which shall not be the same in any consecutive year. The Committee shall consist of three members from different areas of the USA, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, e-mail or telephone, in accordance with the policy approved by the Board.

1. The Nominating Committee shall nominate, for the open positions in the upcoming term, from among the eligible members of the Club, one candidate for each office. The Committee shall procure the acceptance of each nominee so chosen. The Committee should consider the geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Recording Secretary who shall send the list, including the full names of all candidates and the states in which they reside, to each member of the Club on or before April 1st, so that additional nominations may be made by the members if they so desire.

2. Additional nominations of eligible members may be made by written petition to the Recording Secretary and received at the Recording Secretary's regular address on or before May 1st, signed by five members in good standing and accompanied by the written acceptance of each additional nominee signifying willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.
3. If no valid additional nominations for office are received by the Recording Secretary on or before May 1st the Nominating Committee's slate shall be declared to be elected at the next Board of Directors Meeting and subsequently communicated to all Club Members, and no balloting will be required. The Officers and Directors shall take office on October 1st.
4. If one or more valid nominations are received on or before May 1st, the Recording Secretary shall, on or before June 1st, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the States in which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Recording Secretary. The ballots must be returned to the Recording Secretary by July 1st. The Independent inspector(s) of election, as specified in Section 3 Elections, shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting to the Board of Directors by August 1st.
5. Nominations cannot be made at the annual meeting or in any manner other than is provided above.

**6. ARTICLE V  
COMMITTEES**

7. SECTION 1 - STANDING COMMITTEES

8. The new Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes, membership, health and welfare, and other fields which may well be served by committee. 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.

9. SECTION 2 - TERMINATION OF APPOINTMENT

10. 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 service has been terminated.

**11. ARTICLE VI  
DISCIPLINE**

12. SECTION 1 - AMERICAN KENNEL CLUB SUSPENSION

13. Any member who is suspended from any or all the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

14. SECTION 2 - CHARGES

15. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written specific charges must be filed in duplicate with the Recording Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording 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 of the Breed, if the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the Breed. It may refuse to entertain jurisdiction. If the

Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the member accused of alleged misconduct by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if s/he so desires.

**16. SECTION 3 - BOARD HEARING**

17. The Board or Committee 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 the evidence and testimony presented by complainant and defendant, the Board or Committee may by a 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, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**18. SECTION 4 - EXPULSION**

19. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. 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 finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3rds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE VII AMENDMENTS**

### **SECTION 1 - PROPOSED AMENDMENTS**

Amendments to the Constitution, By-laws and the Breed Standard may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent of the 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 Recording Secretary for a vote within 90 days of the date when the petition was received by the Recording Secretary

### **SECTION 2 - AMENDMENT PROCEDURE**

The constitution by-laws and the breed standard may be amended at any time, provided a copy of the proposed amendment has been mailed by the Recording Secretary to all members in good standing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. Dual envelope procedures described in Article IV, Section 4 (d) shall be followed to insure secrecy of the ballot. The notice shall specify a date not less than thirty days after the date of the mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3rds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

### **SECTION 3**

No amendment to the Constitution and By-Laws or to the Standard for the Breed 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 VIII DISSOLUTION**

The Club may be dissolved at any time by the written consent of not less than 2/3rds of the qualified voting members. In the event of the dissolution of the Club, other than for purposes of reorganization of the Club, 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. 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 of Directors.

## **ARTICLE IX ORDER OF BUSINESS**

### **SECTION 1 - CLUB MEETINGS**

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 Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of new members
- Unfinished business
- New business

### **SECTION 2 - BOARD OF DIRECTORS**

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 Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- Election of new members
- New business
- Adjournment

### **SECTION 3 - CLUB MEETING PROCEDURE**

Except as otherwise herein provided, the Club meetings shall be conducted in accordance with Robert's Rules of Order (revised, latest edition).

Approved April 24, 2009.