

**BYLAWS
OF THE
GREAT DANE CLUB OF GREATER DENVER
As Amended and Restated February, 2013**

Article 1: Membership

1. Eligibility. There shall be three classes of membership open to persons in good standing with the American Kennel Club who subscribe to the purposes of this club, provided such person(s) or any member of their immediate family owns or has owned a Great Dane. While membership is unrestricted as to residence, the club's primary purpose is to be representative of breeders and exhibitors in the immediate area.

(a) *Regular Members.* Any person eighteen years of age or older in good standing with the American Kennel Club may make application for regular membership in this club, provided they, or any member of their immediate family, owns or has owned a Great Dane and the applicant is interested in the welfare and advancement of the breed.

(b) *Junior Members.* Any person between the ages of nine and eighteen years of age inclusive, in good standing with the American Kennel Club, may make application for junior membership in this club, provided they, or any member of their immediate family, owns or has owned a Great Dane, and the applicant is interested in the welfare and advancement of the breed. Junior members shall pay fees as required in these by-laws, but they may not vote nor be eligible to be a Director or Officer.

(c) *Honorary members.* Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the club or the breed. Honorary members shall be exempt from dues and initiation fee, and shall enjoy all the privileges of the club except that they may not vote or hold office. Upon recommendation of the Board of Directors, honorary membership may be conferred by a vote of two-thirds of the regular members present and voting at any regular meeting or any special meeting called for such purpose. A member so honored may maintain active regular membership status (and the right to vote) by paying the appropriate yearly dues.

2. Dues. Membership dues for regular members shall be \$15.00; dues for junior members shall be \$10.00 per year, payable on or before the first day of January of each year. The amount of such dues may be changed from time to time by the members, upon recommendation by the Board of Directors, at any regular meeting of the members and by a vote of two-thirds of the members present at such meeting. Any such changes shall take effect in the following year. No member may vote whose dues are not paid for the current year. During the

month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year. Members who join and pay dues during the last 3 months of a calendar year shall be considered to have paid dues for the following calendar year as well.

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 the Constitution, Bylaws, rules of the club, and the rules of the American Kennel Club. The application shall be filed with the Secretary and shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members. The application shall be accompanied by an application fee of \$10.00 together with the dues required for the current year.

Each application is to be read at the first meeting of the club following its receipt. Simultaneously the Board of Directors shall send the names and address of the applicant(s) and their sponsors to the Secretary, who shall publish same, as speedily as possible, in the notice of the next meeting.

At the next club meeting following publication, the applicant will be voted upon and affirmative votes of two-thirds of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not re-apply for at least six months after such rejection.

4. Termination of Membership. Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary.
- (b) by lapsing. Any 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 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 whose dues are unpaid as of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article 6 of these Bylaws.

Article 2: Meetings and Voting

1. Club Meetings. Meetings of the club shall be held within the greater Denver area on the third Tuesday of each month, at such hour and place as may be designated by the Board of Directors. If the regular meeting shall fall on a legal holiday, the meeting may be held on the day preceding or the day following the regular meeting date or at such other date as may be determined by the Board of

Directors. The quorum for such meetings shall be 20% of the members in good standing. February and October meetings may be held at the option of the club.

2. Special Club Meeting. 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 members of the club who are in good standing. Such special meetings shall be held within the greater Denver area at such place, date, and hour as may be designated by the Board of Directors.

Notice of such meeting shall be sent by the Secretary in accordance with the notice provisions of this Article, and said notice shall state the purpose of the meeting. No other club business may be transacted at such special meeting. The quorum for such a meeting shall be 20% of the members in good standing.

3. Board Meetings. Meetings of the Board of Directors shall be held within the greater Denver area in such place and at such time at the Board may from time to time determine. A minimum of six meetings per year shall be held by the Board. Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

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 held within the greater Denver area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted at such meeting. A quorum for such a meeting shall be a majority of the Board.

5. Voting. (a) 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 at which he is present. Proxy voting will not be permitted at any club meeting or election.

(b) Voting for specific motions put to the members may be made by email, provided that: (i) the Board of Directors has voted for a measure in a regular or special meeting and agrees to put that measure to a vote of the members by electronic means; and (ii) that the members are all provided at least 10 days' written notice and full explanation of the measure to be voted upon, either in the mail or by electronic means, and that a cut-off date for voting is specified in such notice. The Secretary shall tally the votes in the same manner as at a regular meeting and the same number of votes shall be required for each measure as would be required if the voting were done at a meeting. For purposes of a quorum during electronic voting, all members shall be considered present. Any member who does not have access to the internet or email shall be offered the opportunity to vote by regular mail, and the time for such member's response

shall be sufficient for both notice and two full days of consideration, plus 5 business days for return of a ballot to the Secretary.

6. Notice. Notice for each regular and special meeting shall be sent to the members by the Secretary either by U.S. mail or by electronic mail at least ten days prior to the meeting.

Article 3: Directors and Officers

1. Board of Directors. The Board of Directors shall be comprised of six members to be elected by the members at the annual meeting as hereinafter provided. In order to be eligible to be elected as a Director, a person must have attended at least half of all meetings of members held during the previous 12 calendar months. At each annual meeting two members shall be elected to serve for a term of three years. Three year members would become two year members (serving two more years) and two year members would be come one year members (serving one more year). The Board of Directors shall have the general management of club affairs and in accordance with all agreements and understandings between the club and the Great Dane Club of America.

2. Officers. The Officers of the Club shall be a President, a Vice President, Secretary, a Treasurer, and a Delegate to the Great Dane Club of America. In order to be eligible to be elected as an Officer, a person must be a Regular Member have attended at least half of all meetings of members held during the previous 12 calendar months. Any club member who has met the above qualification may hold more than one office in the club. Each officer shall be a regular member and shall be elected annually by the regular members from among their own number by written ballot at the annual meeting of the members of the club, and shall hold office for a period of one year or until their successors are duly elected with the exception of the Delegate to the Great Dane Club of America who shall hold office for a period of two years as hereinafter provided.

- (a) *President.* The President when present shall preside at all meetings of the members and of the Board of Directors. The President shall perform all duties commonly incident to his/her office and shall perform such other duties as the Board of Directors shall from time to time designate. No President shall serve three successive years.
- (b) *Vice President.* In the absence of the President, the Vice President shall preside at all meetings of the members and of the Board of Directors and shall perform such other duties as are commonly incident to his/her office and shall have such other powers and duties as the Board of Directors shall from time to time designate.
- (c) *Secretary.* The Secretary of the club shall keep an accurate record of the proceedings of all meetings of the members, an of the Board of Directors in books provided for that purpose, which books shall be open at all reasonable times to the inspection of any regular member.

The Secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate. In the absence of the Secretary from any such meeting, a Secretary *pro tempore* shall be chosen who shall record the proceedings of such meetings in the aforesaid books.

- (d) *Treasurer.* The Treasurer shall have the care and custody of the funds of the club and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to his/her office. S/He may, in his/her discretion, pay any bill that does not exceed the sum of \$50.00 without approval from the members. For bills exceeding \$50.00, the Treasurer shall obtain approval from the members at any regular meeting for payment; *however*, the Treasurer need not obtain approval for ordinary, recurring expenses of running the club business, such as paying insurance, judges for shows, registration for the trailer, and the like. S/He shall perform such other duties and have such powers as the Board of Directors shall from time to time designate. The Treasurer may be bonded in such an amount as the Board of Directors shall determine.
- (e) *Delegate to the Great Dane Club of America.* The Delegate to the Great Dane Club of America shall represent the club at all meetings of the Delegates of the Great Dane Club of America. He shall be elected to serve for a term of two years.

3. Resignation. Any Director or Officer may resign during their term by providing written notice to the Board of Directors. A Director who fails to attend three regular or special meetings in a row, without having given notice to the President or a member of the Board, shall upon majority vote of the Board of Directors be deemed to have resigned, and shall be replaced in accordance with the provisions of section 4 of this article.

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 all the then 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 4: The Club Year, Annual Meeting, Elections

1. Club Year. The club's fiscal year shall begin on the first day of January and end on the 31st of December.

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 from among

those nominated in accord with section 4 of this Article. They shall take office immediately upon the conclusion of 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, or within such time as the Board shall deem reasonable.

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

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

- (a) The committee shall nominate one candidate for each office and candidates for other positions on the Board, as set forth in Article 3, section 1, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the nominating committee's report, the Secretary shall before the November meeting notify each member in writing or by electronic mail of the candidates so nominated.
- (c) Additional nominations may be made at the monthly meeting preceding the annual meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article 5: Committees

1. The Board may each year appoint standing committees to advance the work of the club in such matters as Specialty shows, obedience trials, trophies, annual prizes, membership and other fields 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. The President shall by virtue of his/her office be a member of all committees with voting privileges.

2. Any committee or committee member appointed 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 6: Discipline

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.

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 specifics must be filed in writing with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing.

The Secretary shall promptly send a written copy of the charges to each member of the Board by mail or electronic mail, 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 take action. If the Board determines that the charges do allege conduct which would be prejudicial to the best interests of the club, it shall fix a date of a hearing on such charges by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send a copy of the charges to the accused member by registered mail and/or electronic 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 wishes.

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 the evidence and testimony presented by complainant and defendant, the Board 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. If the Board deems that punishment insufficient, it may 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'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.

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 proceeding 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/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 on his own behalf if s/he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is so voted, the Board's suspension shall stand.

Article 7: Amendments

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% 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 of Directors and by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

2. The constitution and bylaws may be amended by a two-thirds 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.

Article 8: Dissolution

The club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, non 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 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 9: Order of Business

All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless such rules conflict with the requirements of the Articles of Incorporation or By-laws, in which case the Articles and By-laws shall take precedence.