

**BOXER CLUB OF MILWAUKEE, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE I, NAME AND OBJECTIVES

SECTION I - The name of the Club shall be BOXER CLUB OF MILWAUKEE, INC.

SECTION 2 - The objectives of the Club shall be:

- a. to encourage and promote quality in the breeding of pure-bred Boxers and to do all possible to bring their 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 Boxers 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, obedience trials and performance events;
- d. to conduct sanctioned and licensed specialty shows, obedience trials and other performance events under the rules of the American Kennel Club;
- e. to initiate educational programs and promotional activities that will stimulate and extend public interest in the Boxer;
- f. for members of the Boxer Club of Milwaukee, Inc. to abide by those portions of the American Boxer Club By-Laws and Code of Ethics that are applicable to members of member clubs.

BY-LAWS

ARTICLE II, MEMBERSHIP

SECTION 1 - Eligibility. There shall be two types of membership open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Clubs primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a. Regular Members have all rights and privileges.
- b. Associate Members have all the same rights as Regular Members except the right to vote or hold office. ABC allows Associate Members to Futurity Nominate their dogs.
- c. Lifetime Members. After twenty five (25) years of membership in the Boxer Club of Milwaukee, Inc. a member will be eligible to become a Lifetime Member. Lifetime membership allows all the privileges of membership without payment of dues.

SECTION 2 - Dues. Membership dues shall be twenty (\$20.00) per year for each member, payable (incurred) on or before the first day of February of each year. Family Membership for two or more person over the age of 18 residing in the same household shall pay twenty-five (\$25) per year.

New members joining after July 31st shall pay one-half (1/2) the annual dues for the balance of the year. No member may vote whose dues are not paid for the current year. During the month of December, the Treasurer shall send to each member a statement of his / her dues for the ensuing year.

SECTION 3 - Election of 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 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 and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

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Applicants shall be read at the first general membership meeting to occur after the filing of said application with the Secretary, and shall be read and voted upon by secret ballot at the second general membership meeting.

Favorable votes of two-thirds (2/3) of the members in attendance at a meeting of the Club shall be required to elect an applicant. Any applicant who has been rejected by the general membership at any meeting may not be considered at any subsequent meeting held within six (6) months after the date of 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. Dues obligations are considered a debt to the Club and are incurred on the first day of each fiscal year.
- 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 whose dues are unpaid as of the date of that meeting.
- c. Expulsion. A membership may be terminated by expulsion as provided in ARTICLE VII of this Constitution and By-Laws.

ARTICLE III, MEETINGS AND VOTING

SECTION 1 - Club meetings: Meetings of the Club shall be held within the Greater Milwaukee area. Notice of meeting will be sent at least 10 days prior to meeting, at such hour and place as may be designated by the Board of Directors. The quorum for such meetings shall be twenty (20%) of the membership. [AKC policy: Clubs may send members notification of club meetings (also included would be dues notices; minutes and newsletters) and board members notification of board meetings via email, provided that: The member or board member has signed an authorization agreeing to this method of communication.]

- a. All notices, minutes, newsletters, etc, shall be sent via email, provided that club members or board members have given written authorization for this method of communication.

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, or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within the greater Milwaukee area at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) 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 twenty (20%) of the membership.

SECTION 3 - Board Meetings. Meetings of the Board of Directors shall be at least four times per year within the greater Milwaukee area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be 50% of the Board. Meetings of the Board of Directors may also be held via video- or teleconference.

SECTION 4 - Special Board Meetings. Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by a majority of the members of the Board Such special meetings shall be held within the Greater Milwaukee area at such hour and place as may be designated by the

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person authorized herein to call such meeting. Written notice of such meeting shall be sent by the Secretary at least five (5) days and not more than ten (10) 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 50% of the members of the Board.

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 at which he/she is present. Proxy voting will not be permitted at any meeting or election.

ARTICLE IV, DIRECTORS AND OFFICERS

SECTION 1 - Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and at least two (2) other persons, all of whom shall be members in good standing. At the Club's Annual Meeting, as provided in Article V, the Officers shall be elected for one (1) year terms. 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 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 this Constitution and By-Laws.
- b. The Vice-President shall have the power 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 meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of correspondence, notify members of meetings, notify new members of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in this Constitution and By-Laws.
- d. The Treasurer shall collect, receive all money due or belonging to the Club, and issue receipts. The Treasurer shall deposit the same in a bank agreed on by the Board. The deposits shall be made in the name of the Club. The books shall at all times be open to inspection by the Board and the Treasurer shall report to the Board at every board meeting the condition of the Club's finances and every item, receipt or payment not reported at a previous meeting. The Treasurer shall render to the club membership at the annual meeting an account of all moneys received and expended during the previous fiscal year. The Treasurer should be bonded in such amount as may be determined by the Board, and the expense shall be borne by the Club. Note: The offices of Secretary and Treasurer can be held by one person if the club membership so votes.

SECTION 3 - Discipline. The absence of an Officer or Board member from two consecutive Board meetings may result in a recommendation of dismissal from the Board of Directors. No Officer or Board member shall be removed without just cause. In this event, the Board of Directors shall have final jurisdiction in making a dismissal and will take into consideration any extenuating circumstances.

SECTION 4 - Vacancies. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy; except that a vacancy in the office of the President shall be filled

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automatically by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled by the Board.

ARTICLE V, THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION I - Club Year. The Club's fiscal year shall begin on the 1st day of February and end on the 31st day of January of the following year. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2 - Annual Meeting. The annual meeting shall be held in the month of January at which time 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. 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 thirty (30) days after the election.

SECTION 3 - Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other vacancies on the Board who receive the greatest number of votes for such vacancies 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 October, the Board shall select a Nominating Committee consisting of, three (3) members and: not more than one (1) of whom may be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a Chairperson for the Committee whose duty it will be to call a committee meeting which shall be held within two (2) weeks after the committee is notified of its selection.

- a. The Committee shall nominate one (1) candidate for each office and two (2) candidates for two (2) positions on the Board, 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 notify each member of the Nominating Committee's slate at least two (2) weeks prior to the January meeting.
- c. Additional nominations may be made at the January meeting by any member in attendance provided that the person so nominated does not decline when his / her name is proposed, and provide further that if the proposed candidate is not in attendance at this meeting, his/ her proposer shall present to the Secretary his/her willingness to be a candidate. No person may be a candidate for more than one position.

ARTICLE VI, COMMITTEES

SECTION I - The Board may each year appoint standing Committees to advance the work of the Club in such matters as dog shows, performance trials, obedience trials, trophies, annual prizes, membership and other fields which may be well served by a Committee. Such Committees may also be appointed by the Board to aid it on particular projects.

SECTION 2 - 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 services have been terminated.

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ARTICLE VII, DISCIPLINE

SECTION I - American Kennel Club Suspension. Any member who is suspended from 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 a member for alleged misconduct prejudicial to the best interest of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary. The Secretary shall promptly notify the Board within three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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/ her own defense and bring witnesses if he/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 the evidence and testimony presented by both complainant and defendant, the Board may, by a majority of those present, suspend the defendant from all privileges of the Club for not more than six (6) 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 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and Board's findings and invite the defendant, if present, to speak in his/her own behalf if s/he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII, AMENDMENTS

SECTION I - Amendments. This Constitution and By-Laws may be amended by a two thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, but the proposed amendments must be included in the notice for such meeting and sent to each member at least two (2) weeks prior to the date of the meeting.

SECTION 2 - Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty (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 (3) months of the date when the petition was received by the Secretary

ARTICLE IX, DISSOLUTION

SECTION I - Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for purposes of

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reorganization, 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 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 X, ORDER OF BUSINESS

SECTION I - 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
- Board Report
- President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Election of Officers and Board

- (at the 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
- President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Unfinished Business
- New Business
- Adjournment

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 cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.