

Constitution and By-Laws of the Great Dane Club of Arizona

effective 10/11/2017 (upon completion of all approval stages)

Approval Stages:

Responsible party	Action	Completion Date
GDCAZ President	Appoint By-Laws Committee	2/15/2016
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GDCAZ Board	Review, update further and approve	4/24/2017
GDCA Board	Review and approve without recommending changes	7/29/2017
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Responsible party	Action	Completion Date
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Article 1. Name, purposes and fiscal year

Section 1.1 Name

The name of this Club shall be the Great Dane Club of Arizona (hereinafter referred to as "the Club"). The name of the Club shall be changed by the Board of Directors when required to comply with such agreements as may be entered into with the Great Dane Club of America ("the parent club").

Section 1.2 Purposes

The purposes of the Club shall be to:

- (a) Promote the program, purposes and Code of Ethics of the Great Dane Club of America.
- (b) Encourage the study of Great Danes ("the breed") and the breed standard by all those interested in the breed.
- (c) Hold and promote Great Dane Specialty shows including the offering of prizes.
- (d) Encourage scientific breeding of the Great Dane.
- (e) Secure new fanciers to the breed while promoting responsible and successful Great Dane ownership through education, mentoring and fellowship.
- (f) Emphasize the importance of personal dedication to lifetime responsibility for the care, training, health and welfare of Great Danes, extending to the offspring of any breedings.
- (g) Conduct sanctioned matches, specialty shows, obedience trials, rally obedience trials, agility trials and other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club.
- (h) Pursue policies that urge sportsman-like conduct at all dog events and in all interactions with others in respect to dogs.
- (i) Raise awareness and generate positive publicity on any matter affecting the welfare of the breed.
- (j) Do all in its power to protect and advance the best interests of the Great Dane breed.

Section 1.3 Fiscal year

The fiscal year of the Club ("the Club year") shall be the civil calendar year of the United States of America, starting January 1 each year.

Article 2. Membership

Section 2.1 Consent of members

By the voluntary act of joining the Club or of renewing membership in the Club, a person desiring to be a member of the Club expressly agrees to the following terms and conditions:

- (a) The individual concerned accepts the latest version of the Club's Constitution and By-Laws and the interpretation of the Club's board of directors as the final word on what process is due in connection with being a member of the Club. Members and applicants for membership waive any claim to a process that is not expressly supported within these By-Laws.
- (b) The individual concerned accepts that the Club will share the individual's name, address and other contact information with the parent club and with the American Kennel Club, and that the Club may make the same information available to all club members. Members and applicants waive any claim to an option to opt out of sharing information as specified in this paragraph of these By-Laws.

Section 2.2 Active participation in the life of the Club

A member who accomplishes one or more of the actions below is deemed as actively participating in the life of the Club during the year in question:

- (a) Appears as an attendee in the records of at least one (1) regular meeting of the Club during the year in question (as regular meeting is defined in these By-Laws) ;
- (b) Has attestation of at least five (5) members of the Club in good standing that the member attended, worked at or handled at a specialty show or party of the Club during the year in question;
- (c) Sponsors a trophy pledge for the Club during the year in question, together with timely fulfillment of the pledge;
- (d) Makes a monetary donation to the Club during the year in question;
- (e) Makes a donation of the member's own time during the year in question;
- (f) Hosts an event for the Club, meaning a match, meeting, party or other official event of the Club.

Section 2.3 Core eligibility of members

All classes of membership are subject to the following core eligibility requirements: Membership is open only to persons in good standing with the American Kennel Club and the Great Dane Club of America, who subscribe to the purposes of the Club, and provided the applicant, or any immediate family member of such person, owns or has owned a Great Dane, or the applicant is interested in the welfare and advancement of the breed.

Section 2.4 Meeting attendance requirements

- (a) Submitting an application to become a general member shall first require that the applicant has attended at least two (2) meetings within the preceding six (6) calendar months, in accordance with the provisions of these By-Laws concerning the application process. Such attendance may be physical or remote through teleconferencing; either form of attendance shall count equally towards satisfying the pre-application requirement for meeting attendance.
- (b) Becoming a nominee for any officer or director position shall require that the member has attended at least three (3) regular meetings as a member through the last day of July of the current Club year. Such attendance must be physical attendance; any instance of attending remotely through teleconferencing shall not count towards satisfying the pre-nomination requirement for meeting attendance. This requirement shall not be waived unless an insufficient number of members is eligible for nomination.
- (c) While holding the position of any officer or director other than Immediate Past President, the member shall be required to attend regular meetings, special meetings, regular board meetings and special board meetings such that the member misses no more than five (5) such meetings in any one calendar year. At least three (3) instances of attendance must be physical attendance and these instances must occur in the first six (6) months of the calendar year. Other instances of attendance may be physical or remote through teleconferencing.
- (d) Apart from the provisions stated in these By-Laws regarding meeting attendance requirements and active participation in the life of the Club, members are free to attend or miss meetings.

Section 2.5 Classes of membership

- (a) General Members. Any person eighteen (18) years of age or older who meets the core eligibility requirements may make application as provided in these By-Laws for General membership in the Club. The Club imposes additional qualifications as part of the application process, as detailed in these By-Laws. Upon adoption of these By-Laws, the initial General members shall be all members who were General members under the Club's 2007 By-Laws. A General member is automatically converted to a Non-resident member if the member in question resides outside the state of Arizona at least six (6) months of the preceding twelve (12) months.
- (b) Junior Members. Any person between the age of ten (10) and seventeen (17) years of age inclusive who meets the core eligibility requirements may make application as provided in these By-Laws for Junior membership in the Club. Upon a Junior member's attainment of the age of eighteen (18) years, and if the membership is still active, then the records of the Club shall show that the member was automatically converted to a General member, in which case, maintenance of General membership shall depend on the same requirements as of any General member. No person over the age of eighteen (18) shall be a Junior member.
- (c) Non-resident Members. A person having the qualifications for General membership but who resides outside the state of Arizona may make application as provided in these By-Laws for

Non-resident membership in the same manner as for General membership, except that (1) an applicant for Non-resident membership is not required to attend any meetings before an application may be submitted and (2) an applicant for Non-resident membership must furnish verifiable evidence of being a current member in good standing of an AKC-recognized dog club in the United States of America, in lieu of a home visit by sponsors. A Non-resident member is automatically converted to a General member upon satisfaction of all the following requirements:

1. The member in question has resided full-time in the state of Arizona for at least six (6) months of the preceding twelve (12) months; and
2. The member in question intends to reside full-time in the State of Arizona for the majority of the coming twelve (12) months; and
3. The member in question has attended, within the preceding six (6) months, two (2) or more full, regular meetings of the Club at which minutes are recorded as proof of attendance.

Since the member will already have met the other requirements for sponsorship, application and election, the three (3) additional requirements above are the only ones needed to convert a Non-resident member to a General member.

(d) 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 application fee.

(e) Lifetime Active Members.

1. Lifetime Active membership is conferred automatically upon a person who was a dues-paying member for 25 years and who when the 25 years are attained, is deemed as actively participating in the life of the Club during the year in question.
2. Lifetime Active members shall be exempt from dues.
3. If deemed not actively participating, the records of the Club shall show that the member was automatically converted to a Lifetime Inactive member; except that active participation in the life of the Club during the Club year shall suffice to regain or maintain a member's status as a Lifetime Active member for the remainder of the Club year in which the participation is active, following the criteria established in these By-Laws as defining active participation in the life of the Club.
4. Upon adoption of these By-Laws, the initial Lifetime Active members shall be all members who were Lifetime Partner members under the Club's 2007 By-Laws.

(f) Lifetime Inactive Members.

1. Lifetime Inactive membership is conferred upon a person who was a dues-paying member for 25 years, who has elected Lifetime Inactive membership or who when the 25 years are attained, is not deemed as actively participating in the life of the Club during the year in question.
2. Lifetime Inactive members shall be exempt from dues.

3. Any Lifetime Inactive member who actively participates in the life of the Club during the Club year, following the criteria established in these By-Laws as defining active participation in the life of the Club, shall automatically be converted to Lifetime Active membership for the remainder of the current Club year.
4. Upon adoption of these By-Laws, the initial Lifetime Inactive members shall be all members who were Lifetime Friend members under the Club's 2007 By-Laws.

Section 2.6 Application process

- (a) Application for General, Junior or Non-resident membership shall be in writing directed to the Board of Directors on a regular form previously approved by the Board of Directors, and the same process shall apply to all three of these membership classes except where these By-Laws expressly note a difference.
- (b) The application form shall provide that the applicant subscribes to the Club's purposes and agrees to abide by the Club's By-Laws and Code of Ethics, the Code of Ethics of the Great Dane Club of America and the rules of the American Kennel Club.
- (c) Members of all membership classes except Honorary are eligible to sponsor membership applications, provided no member may sponsor more than two membership applications during one Club year.
- (d) The General and Junior membership classes are subject to the following pre-application meeting requirement: A person wishing to become a General or Junior member must, before obtaining an application form, and within a six (6) month period, attend two (2) or more full, regular meetings of the Club at which minutes are recorded as proof of attendance as a guest. Meetings and gatherings at which attendance and minutes are not recorded, do not count towards satisfying this pre-application meeting requirement; nor do meetings attended only in part. The meeting requirement must be met individually by each individual in a couple or household; the attendance of one participant of a couple or household shall not inure to the credit of the other participant. The rest of the application process for General and Junior members shall not begin until after fulfillment of this meeting requirement.
- (e) A person wishing to become a General, Junior or Non-resident member shall observe the following application process:
 1. The person wishing to become a member obtains the regular application form from a Board member or representative of the Membership Committee.
 2. The person wishing to become a member obtains sponsorship from two members who are eligible to sponsor a membership application, who are not related to each other, who attest that they have personally known the applicant for at least one year, and who shall each submit their recommendation in writing together with relevant facts about the applicant, to the Board of Directors on a regular form previously approved by the Board of Directors.
 3. The person wishing to become a member submits the fully completed application form to the Board of Directors, together with the sponsorship forms and dues required for the current year, or the balance thereof as provided in these By-Laws.

4. After receipt of the application, sponsorship forms and required fees, and before the start of the next regular meeting at which a quorum of the Board of Directors is present, the Board of Directors reviews the application and sponsorship forms, and determines whether the applicant meets core eligibility requirements and eligibility requirements for the relevant membership class.

5. After a majority of the Board of Directors confirms the applicant's eligibility, the Board shall ensure publication of the existence of the application pending vote in the next notice to members; and this publication shall include the applicant's name, the names of the applicant's member sponsors, and the applicant's answer to the question of why they want to join the Club; and a single instance of publication to all members shall suffice.

6. At the first regular meeting subsequent to the aforesaid publication at which quorum requirements for membership conferral actions are met, the General and Lifetime Active members present shall consider and vote on the application by written, secret ballot. A two-thirds (2/3) vote in favor shall be required to confer membership. In the event that the applicant is not admitted into membership, dues or other monies and forms already submitted to the Club shall remain the property of the Club.

7. Any applicant not receiving the required number of votes in favor of admission must wait a minimum of six months after the relevant vote before applying again.

- (f) Subsequent to the recommendation of a majority of the Board of Directors, honorary membership may be conferred by a vote of two-thirds (2/3) of the combined General and Lifetime Active members present and voting at any regular meeting or any special meeting called for such purpose.

Section 2.7 Voting rights

The right to vote is held by each member of the General or Lifetime Active membership class, and by those membership classes alone, subject to all the following conditions:

- (a) No member shall have the right to vote while the member is thirty (30) days or more in arrears on any dues, pledges or other debts in the records of the Treasury of the Club or while the Club awaits repayment to the Club of any payment that was presented to the Club's financial institution and rejected whether for insufficient funds or any other reason.
- (b) No member shall have the right to vote for the election of directors and officers until the member has attended at least two (2) regular meetings as a member during the Club year in which the election is held.
- (c) No member shall have the right to vote on a motion to admit, suspend or expel another member unless the member wishing to vote has attended at least three (3) regular meetings as a member during the twelve (12) months prior to the meeting in which the motion to admit, suspend or expel another member is voted.
- (d) No member shall have the right to vote on a motion to suspend or expel that same member.
- (e) No member shall have the right to vote while under a suspension or in a probationary status within the Club.

- (f) Except as qualified within this paragraph of these By-Laws, no member shall have the right to a secret ballot except when voting on a question of membership admittance, suspension or expulsion and doing so while physically present in the face-to-face setting of an in-person meeting; however as an approximate substitution for a secret ballot, remote participants in meetings shall be allowed to e-mail their vote to the President or Recording Secretary of the Club on matters where members physically present have the ability to submit secret ballots. When in such a case remote participants e-mail their vote, they do so cognizant of the circumstances enabling their enfranchisement, and they consent to have their vote known to the President and/or Recording Secretary.
- (g) In the case where a remote participant in a meeting is e-mailing a vote to the President or Recording Secretary, the vote shall count only if received prior to the official close of the meeting; late votes are not acceptable regardless of whether the voter was physically present or remotely participating. Neither faults of technology nor any other basis shall cause votes to be accepted after the official close of the meeting.
- (h) When the Club permits remote voting through telecommunications, a vote received through e-mail shall be allowed to count only if it comes from the e-mail address of record on file with the Board for purposes of delivery of notices, to ensure the authenticity of the vote. Alternatively, the Club may create an online poll, distribute to members any information needed to participate in the poll, and allow remote voting through that poll for a limited time to be determined for the occasion in advance by the President of the Club.
- (i) Proxy voting shall not be allowed unless a provision of these By-Laws specifically permits proxy voting.
- (j) Early voting shall not be allowed unless a provision of these By-Laws specifically permits early voting.

Section 2.8 Office-holding privileges

The privilege of holding office is reserved to General and Lifetime Active members exclusively.

Section 2.9 Dues

- (a) Annual dues are payable by General, Junior, and Non-resident members.
- (b) Annual dues shall be set by the Board of Directors each year no later than sixty (60) days prior to the commencement of a new Club year. Dues amounts may vary according to membership class, if the Board shall so determine. Dues for a couple or household may differ from dues for individuals, if the Board shall so determine. In any case, the Board shall be constrained to limit an increase in dues to the greater of 10% or \$5 per person as compared to the dues required in the Club year immediately prior to the year in which the increase shall take effect.
- (c) Annual dues notices and reply forms shall be sent at least forty-five (45) days before the dues are payable.
- (d) Annual dues are payable by the first day of January of the year to which the dues apply. Members whose dues are not paid in full by the first day of February are in arrears and their

right to vote, together with all privileges and benefits of the Club, shall be suspended until the member no longer owes any amount to the Treasury of the Club.

- (e) Persons applying for membership after the last day of June shall pay one-half (1/2) the regular annual dues as their full dues for the balance of that first Club year.
- (f) Members whose annual dues remain unpaid after the last day of February shall be dropped from membership, except that the Board of Directors may grant one additional grace period (not to exceed the first day of May) to a delinquent member in meritorious cases, provided said member, prior to the aforementioned end-of-February deadline, shall personally contact, in writing, the Treasurer or the Board of Directors to explain the circumstances meriting an extension period. The decision to grant the additional grace period shall require a majority vote of the Board of Directors.

Section 2.10 Lapsing and other termination of membership

- (a) In no instance may a person whose membership has lapsed or otherwise terminated be entitled to any of the rights, privileges and benefits of the Club.
- (b) Any member may resign from the Club upon written notice to the President, Treasurer, Correspondence Secretary, or the Board of Directors.
- (c) The Club may terminate a membership by expulsion as provided in these By-Laws.
- (d) A membership shall terminate automatically upon permanent denial of privileges by the American Kennel Club or by the Great Dane Club of America or if the Club comes to possess evidence that a court of law has rendered an adverse judgment against a member in a dog-related matter within the last five (5) years. Membership termination may not be postponed pending an appeals process, nor can the membership termination be appealed.
- (e) Any person who has been expelled or dropped from membership shall be required to make application as provided in these By-Laws if such person desires to start or reinstate membership in the Club. The fact of such applicant's previous expulsion shall be communicated to members immediately before the vote is held on whether to readmit the applicant.
- (f) Non-lifetime membership shall lapse automatically for any person whose active participation has gone without evidence for a period of twenty-four (24) months, following the criteria established in these By-Laws as defining active participation in the life of the Club.
- (g) In the case of a member who has not requested physical mail pursuant to the relevant provisions in Article 3 of these By-Laws, membership shall lapse automatically for any person(s) to whom e-mail sent to the e-mail address on file with the Club is rejected as undeliverable, except that first the Board shall make a good-faith effort to obtain a working e-mail address for any such person(s) at least once per month during a grace period of two (2) consecutive months. If e-mail to the concerned person(s) remains undeliverable at the end of said grace period, then, if the registry of the Club's members has a relevant physical address, the Board shall make one attempt via said physical address to obtain a working e-mail address. If the Board does not succeed in obtaining a working e-mail address after one month, then the membership of the concerned person(s) shall be regarded as duly lapsed.

- (h) All provisions of these By-Laws regarding lapsing or other termination of membership shall apply equally to members of any class and to members holding office equally with members not holding office.

Section 2.11 Discipline of members

- (a) Members accept that the basis for discipline of members shall include the following:
1. Suspension from the privileges of the American Kennel Club or the Great Dane Club of America; with the consequence that any member so suspended shall be automatically suspended from the privileges of this Club for a like period, and no further process shall be required to impose this suspension.
 2. Permanent denial of privileges by the American Kennel Club or the Great Dane Club of America; with the consequence that any member so denied shall be automatically dropped from membership in this Club, and no further process shall be required to drop such person from membership.
 3. The judgment or ruling of a court of law, if the matter shall be one related to dogs and if the judgment of the court goes against a member of this Club. Such judgment or ruling may be evidenced by any verdict commonly understood as equivalent to guilty or any sanction or penalty imposed whether monetary or otherwise.
 4. Rescue of a dog bred, owned or co-owned by a member of this Club, by an organization or person other than the member in question; and subject to the process provided elsewhere in this section of these By-Laws, for discipline related to rescue.
 5. Conduct, misconduct, or intentional and unjustified commission or omission of any act, having any of the following effects:
 - i. Violating codes, standards, rules, regulations or published recommendations of the American Kennel Club and/or the Great Dane Club of America as to behavior, sportsmanship and practices for keeping, owning or breeding purebred dogs responsibly;
 - ii. Discrediting or tending to discredit or otherwise injure the parent club or this or any other affiliated club or the members of the parent club or of this or any other affiliated club, or of the breed;
 - iii. Disrupting, disorganizing or tending to disrupt or disorganize the parent club or this or any other affiliated club or their inter-related activities;
 - iv. Displaying, presenting, raising or otherwise promoting behavior that is materially inconsistent with these By-Laws;
 - v. Prejudicing the best interests of the parent club or of this Club or of the breed;
 - vi. Violating any agreement or contract by and between the parent club and this Club.

The listed matters are subject to all the provisions of these By-Laws, as respects discipline of members, noting a special additional process that applies in the case of rescue.

(b) The process for discipline related to rescue for purposes of this section of these By-Laws is established as follows:

1. Whenever any rescue organization certifies to the Club that a dog surrendered to that rescue organization within the most recent sixty (60) days was bred by, owned by or co-owned by one or more current members of the Club, the Correspondence Secretary, within ten (10) days shall send written notification of these assertions to the member(s) in question, together with a regular reply form previously approved by the Board of Directors, and shall send a copy of the notification to each member of the Board of Directors.
2. Within thirty (30) days thereafter, each member so notified shall reply to the Correspondence Secretary in writing to acknowledge or disprove the relationship to the animal, and in cases where the relationship is acknowledged, shall document the steps said member took personally to assist with rehoming or caring for the animal.
3. The Board of Directors shall have the power to decide whether the reported relationship to the animal is factual. If the relationship to the animal is not deemed factual, the matter shall be closed. In cases where the relationship to the animal is deemed factual, the Correspondence Secretary shall confirm with the rescue organization that the steps documented in the member's reply were taken.
4. If the rescue organization does not corroborate that the steps were taken, or if no steps were taken within the thirty (30) day period allotted for this purpose, or if the member fails to reply as herein required to the Correspondence Secretary, each such member shall be dropped from membership, and for the immediately subsequent period of two (2) years, shall not be eligible to apply for new membership.

(c) The process for discipline related to a basis other than rescue (referring to the bases for discipline as set forth elsewhere in this section of these By-Laws) is established as follows:

1. A Trial Board shall be appointed for the occasion by the Board of Directors, respecting all the following requirements:
 - i. All those empaneled on the Trial Board shall be members in good standing of the Club;
 - ii. The Trial Board shall consist of not less than three (3) members;
 - iii. At least one member of the Trial Board, if such appointment be practicable, shall be an Attorney-at-Law;
 - iv. At least one member of the Trial Board shall be a Director or an Officer of the Club;
 - v. No member of the Trial Board shall have lodged the original complaint, supported the complaint as a witness, or themselves been accused in connection with the same incident;
 - vi. No member of the Trial Board shall be a family member, household member or significant other of anyone involved in the incident;
 - vii. In case one or more members of the Trial Board shall be unable to sit in any given case, the President, or, in the President's absence, the Vice-President, shall appoint a substitute or substitutes for such case, following the selection requirements given in this section of these By-Laws.

2. The Trial Board of the Great Dane Club of America shall have concurrent jurisdiction with the Trial Board of the Club provided relevant charges are filed with it and deposit made in accordance with the By-Laws of the parent club.
3. Valid complainants shall be the Board of Directors of the Great Dane Club of America, any member of the Great Dane Club of America, the Board of Directors of the Great Dane Club of Arizona, any member of the Great Dane Club of Arizona, any member of any affiliate club of the Great Dane Club of America, any exhibitor or official who was present at the time and place of the occurrence leading to the complaint, or any legal resident of the county in which the incident occurred and who was personally affected by the complaint; but any complainant must agree to be bound in the matter by the By-Laws of the Great Dane Club of Arizona and by judgment of the relevant Trial Board.
4. A complainant may present charges against a member in a written filing with specifications submitted in duplicate to the Correspondence Secretary together with a deposit equal to four (4) years of dues at the current rate for individuals, which deposit shall be forfeited to the Treasury of the Club if the charges are not sustained. The deposit shall be returned to the complainant if the charges are sustained.
5. The Correspondence Secretary or an alternate acceptable to the Board shall promptly notify the Trial Board of the Club which shall promptly meet and fix a date for the hearing not less than three (3) weeks or more than six (6) weeks thereafter. The Correspondence Secretary or alternate shall promptly send one (1) copy of the charges to the accused member by registered mail, to the physical mailing address of the member as that address appears in the records of the Club, together with a notice of the hearing and an assurance that the accused member may appear in their own defense and bring witnesses, if desired, or that they may submit the defense, in whole or in part, by an affidavit in writing.
6. Any failure of the records of the Club to show the correct physical mailing address of the accused member shall not result in an extra burden to the Club. Indeed, a duly constituted quorum of the Board is empowered to decide by a majority vote to expel a member whose self-reported physical mailing address is incorrect.
7. At the trial, should one occur, the complainant and accused member shall have the right to legal counsel of their choice, provided that no counsel shall be allowed unless both parties have counsel and that the counsel agrees irrevocably in advance of the trial not to bill or attempt the collection of any fee or charge to the Club.
8. After hearing testimony, the Trial Board shall meet privately to deliberate its findings and decisions.
9. A majority vote of the Trial Board shall determine and decide all matters before it. Should the charges be sustained after hearing all the evidence, testimony or affidavits presented by the complainant and accused member, the Trial Board may suspend the accused member 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 a meeting of members that the penalty be expulsion. In such case, the suspension shall not restrict the accused member's right to appear

before the meeting at which members will consider the Trial Board's recommendation.

10. Immediately after the Trial Board has reached a decision, its findings shall be put in written form and filed with the Correspondence Secretary, who, in turn, shall notify the accused member of the decision of the meeting and the action taken.
11. Except as provided elsewhere in these By-Laws, expulsion of a member may be accomplished only at a meeting of the members and upon the Trial Board's recommendation. Such proceedings may occur at a regular or special meeting of the members which must be held with sixty (60) days, but not earlier than thirty (30) days after the date of the decision of the Trial Board.
12. After the trial, if the Trial Board decides to recommend additional measures beyond suspension, notice shall be sent at least ten (10) days in advance to all members and to the accused member of the date, time and place of the meeting at which any recommendations of the Trial Board shall be considered. The notice shall further set forth the full name of the accused member, the charges presented and a copy of the findings of the Trial Board and state that the recommendation of the Trial Board is to be acted upon. The accused member shall have the right to be present at such meeting, but no evidence shall be taken at the meeting of the members. The President or Chairman of the meeting shall read the charges and the Trial Board's findings, and invite the accused member if present to speak in said member's own behalf if desired, but any speech that has the nature of evidence shall be ruled out of order. The members eligible to vote shall then vote by written, secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at such meeting shall be necessary for expulsion. If expulsion is not so voted, the Trial Board's suspension shall stand.

(d) Members agree that findings made by the Club or its management and actions taken by the Club or its management on the basis of the provisions of these By-Laws with respect to discipline of members, shall not be construed as any form of slander or libel. Members agree, both during their membership and for all time after their membership, to hold the Club and all its officers, directors and members harmless for actions taken under these provisions.

Article 3. Meetings and communication within the Club

Section 3.1 Meeting types and forms

- (a) Various provisions of these By-Laws use special, mutually exclusive terms of reference for types of meeting. Each meeting of the Club, regardless of its form, is termed as being one of the following types:
1. Annual meeting
 2. Regular meeting
 3. Show site meeting

4. Special meeting
5. Board meeting

(b) Each meeting of the Club can, subject to the other provisions of this section of these By-Laws, take the following forms:

1. Physical, face-to-face, in-person meetings;
2. Teleconferences, digital meetings, or meetings utilizing telecommunication technology;
3. Combination of physical and teleconference

(c) Any time a meeting includes a teleconferencing capability, the following provisions shall apply:

1. The meeting notice shall include details for connecting to the teleconference.
2. The equipment used to host the teleconference must belong to the Club or must be freely lent to the Club for the meeting; absent equipment owned by or freely lent to the Club for a given occasion, the Club shall not be required to host a teleconference even if one was planned, and in such a case the meeting shall be treated as if it is a physical meeting only and no compensatory consideration shall be due to members who were unable to attend the physical meeting.
3. Aside from equipment, for which provision is made elsewhere in these By-Laws, absent any of the requisite technologies, the Club shall not be required to host a teleconference even if one was planned, and in such a case the meeting shall be treated as if it is a physical meeting only, and no compensatory consideration shall be due to members who were unable to attend the physical meeting.
4. The Club holds and retains the copyright to all recordings, made or stored by any method or technology, of all the audio and visual content of all its meetings; furthermore, the Club reserves all rights under aforesaid copyright. No recordings or copies of any kind are authorized by default. The prior, express written consent of a majority of the Board of Directors shall be required for any person to make, hold or retain any recording or copy of any of the audio or visual content of the Club's meetings, for each instance of such recording or copy. The Board of Directors shall have sole discretion to pursue enforcement of these provisions and may seek the fullest penalties allowed under law.

(d) The default form of each meeting type shall be physical.

(e) The Board of Directors shall have sole discretion to determine the form of each meeting.

(f) Each member is individually responsible for any costs for that member to attend a meeting in any form, and in no case shall the Club incur any cost to enable particular members to attend a meeting.

- (g) When a meeting notice for any type of meeting is published specifying that the meeting will take a teleconferencing form, or a combination physical and teleconferencing form, then a member attending via teleconference shall have the same right to vote at the meeting as the same member would have had, had the same member been present physically. Absent the specification of a teleconferencing form for the meeting in the meeting notice, a member who is not physically present at the meeting shall not have the right to vote at the meeting.
- (h) Each meeting type is subject to specific rules detailed in these By-Laws.

Section 3.2 Meeting quorums

- (a) At any meeting of the members, the quorum required to vote on any motion to admit, suspend or expel a member shall be twenty percent (20%) of the combined General and Lifetime Active members.
- (b) At any meeting of the members, except as provided in paragraph (a) of this section, the quorum required for the transaction of business shall be 7 members, but a less number may adjourn any meeting.
- (c) When a quorum is present at any meeting, a majority of General and Lifetime Active members present thereat may decide any question brought before such meeting, except as otherwise provided by law or by these By-Laws.
- (d) Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a less number may adjourn any meeting. When a quorum is present at any meeting, a majority of Directors and Officers present thereat may decide any question brought before such meeting, except as otherwise provided by law or by these By-Laws. Qualified proxies shall count for quorum purposes.

Section 3.3 Annual meeting (i.e. for electing officers)

- (a) Notice of the annual meeting, stating the form, place, day and hour thereof shall be posted on the Club Web site at least fourteen (14) days before the meeting. The annual meeting shall ordinarily take place in November of each year.
- (b) The annual meeting of the members shall be held each year on the regular meeting date in November or any adjournment thereof, and the place shall be determined and announced by the President at the October meeting.
- (c) At the annual meeting, each General and Lifetime Active member shall be entitled to one (1) vote if present, subject to all the provisions in these By-Laws with respect to voting rights.
- (d) No privilege of proxy voting shall be extended or recognized at the annual meeting.

Section 3.4 Regular meetings

- (a) Notice of regular meetings of the members, stating the form, place, day and hour thereof shall be posted on the Club Web site at least fourteen (14) days before such meetings.
- (b) If the date, time or place of a regular meeting of the members shall change after publication of the meeting schedule, the Correspondence Secretary shall cause notice of the updated schedule to be posted on the Club Web site a minimum of seven (7) days before the new meeting date.
- (c) All regular meetings of the members shall be held at such place, date and hour as the Board of Directors shall designate, but in any event within the territory assigned to the Club by the Great Dane Club of America. No regular meetings shall be held in July or August.
- (d) At all regular meetings, each General and Lifetime Active member shall be entitled to one (1) vote if present, subject to all the provisions in these By-Laws with respect to voting rights.
- (e) No privilege of proxy voting shall be extended or recognized at regular meetings.

Section 3.5 Meetings at show sites

- (a) Meetings at the site of any AKC-authorized show may be called ad hoc by any group of five (5) or more board members, as long as at least five (5) board members are physically present at the show site.
- (b) A meeting of the members in conjunction with any AKC-authorized show shall count as a bona-fide meeting of the Club for purposes of meeting attendance.
- (c) No votes or business decisions may be taken at show site meetings. Notwithstanding this provision, ad hoc meetings at show sites are welcome for purposes of keeping members informed.

Section 3.6 Special meetings

- (a) The Correspondence Secretary or any alternate that the President may choose shall call a special meeting of the members at the written request of the President, a majority of the Board of Directors or twelve (12) members in good standing.
- (b) When calling a special meeting of the members, the Correspondence Secretary shall cause notice of the meeting to be sent to the e-mail address of record of all members a minimum of seventy-two (72) hours prior to the meeting. The notice shall state the purpose of the special meeting, and no other Club business may be transacted.
- (c) All special meetings of the members shall be held in such form and at such place and time as the Board of Directors shall designate.
- (d) At all special meetings, each General and Lifetime Active member shall be entitled to one (1) vote if present, subject to all the provisions in these By-Laws with respect to voting rights.
- (e) No privilege of proxy voting shall be extended or recognized at special meetings.

Section 3.7 Board meetings

- (a) Regular meetings of the Board of Directors shall be held in such form and at such place and time as a majority of the Board shall designate.
- (b) The President or any three (3) members of the Board of Directors may call special meetings of the Board of Directors provided three (3) days' notice is given to each member of the Board by the Correspondence Secretary or any other Board member. Notice shall include the time and place of any such meeting, as well as details for connecting to the teleconference if one is planned.
- (c) At all board meetings, each Board member shall be entitled to one (1) vote if present or as represented by a qualified proxy.
- (d) A qualified proxy for purposes of a Board meeting is a board member who was identified in writing to the entire Board by the board member who will be absent, before the start of the meeting. No proxy shall be accepted in any other case.

Section 3.8 Delivery of notices

- (a) All members are required to have a working e-mail address of record on file with the Board for purposes of delivery of notices. As regards this requirement, working e-mail address means that the e-mail address belongs only to a member or members and not to any non-members and furthermore means that e-mail sent to that address is not rejected as undeliverable.
- (b) The Club shall not be required to send any notice to a physical mailing address except as provided for notice of charges under the provisions of these By-Laws as regards the two topics of dues and discipline of members. As a condition of membership, each member waives any expectation for mail to be sent to a physical mailing address for that member, apart from notices related to dues or discipline of that same member.
- (c) Dues notices shall be sent to the e-mail address on file with the Club for each member, except in the case of a member who has requested physical mail pursuant to the relevant provisions in Article 3 of these By-Laws. Dues notices shall include a reminder as to the stipulated effects, under these By-Laws, of being in arrears. If a dues notice sent to the e-mail address on file with the Club is rejected as undeliverable, the Treasurer shall make a good-faith effort to obtain a working e-mail address for any such person(s) one time during the first month of the grace period established within these By-Laws for dues. If e-mail to the concerned person(s) remains undeliverable or gains no response at the end of the second month of said grace period, then, if the registry of the Club's members has a relevant physical address, the Treasurer shall then promptly make one attempt to send a dues notice to said physical address. In no case shall the lack of response to e-mail or physical mail obligate the Board of Directors to lengthen the grace period established within these By-Laws for dues.
- (d) A valid smartphone number shall be an acceptable substitute for an e-mail address for all purposes of e-mail addresses in these By-Laws.

Section 3.9 Physical mail requests

- (a) The Club shall honor request for physical mail delivered by the U.S. Postal Service, but only for notices related to dues and discipline of members. In all other cases, the Club shall cause notices to be delivered by e-mail and/or website only.
- (b) A member wishing to receive notices by U.S. Postal Service may submit a written request for such to the Correspondence Secretary one time per year. Within thirty (30) days of receiving such a request, the Correspondence Secretary shall honor the request until the end of the then-current Club year, at which time the request shall expire, but the member may again submit such a request.
- (c) Post office boxes and street addresses are physical addresses for purposes of these By-Laws.

Article 4. Management

Section 4.1 List of officers and directors

The Club shall be managed by a Board of Directors (sometimes referred to simply as "the Board"), which shall be comprised of ten (10) members, as follows:

- (a) the five (5) officers of the Club (President, Vice-President, Correspondence Secretary, Recording Secretary and Treasurer);
- (b) the Delegate to the Great Dane Club of America;
- (c) the Immediate Past President of the Club;
- (d) three (3) other Directors elected from the members eligible to hold office as provided in these By-Laws.

Section 4.2 Board powers

- (a) The Club's members vest all management and control of the property and affairs of the Club in the Board of Directors, extending to all decision making for the sake of the Club apart from any motions the Board may welcome from or refer to the members from time to time.
- (b) The Board shall exercise all powers possessed by the Club itself so far as this delegation of authority is not inconsistent with the laws of the State of Arizona, with the charter of the Club, or with these By-Laws and its agreements with the Great Dane Club of America, and provided the Board shall at all times keep the conduct of affairs of the Club consistent with the program of the Great Dane Club of America and in accordance with all agreements and understandings between the Club and the Great Dane Club of America.
- (c) The Board, by a majority vote, is empowered to waive, forbear or mitigate a specific penalty provided in these By-Laws, understood that when considering such matters, the Board has

no obligation to follow any precedent for waiver, forbearance or mitigation of a specific penalty.

- (d) All board members have the right to vote on any motion that is open to vote by general members.
- (e) Any board member may resign the post on the Board of Directors at any time during the term of office by providing written notice to the Correspondence Secretary.
- (f) The Board shall designate at least one (1) individual as an authorized signator on the Club's bank accounts in addition to the Treasurer, but in no event shall more than four (4) signators be so authorized at a given time.

Section 4.3 Board election

- (a) Directors and officers shall be elected annually by the General and Lifetime Active members by written, secret ballot at the annual meeting of the Club and shall hold office for a term of one (1) year, except that the Delegate to the Great Dane Club of America shall hold office for a term of two (2) years, and the immediate past President of the Club shall be a board member by virtue of the office previously held, and shall not require election.
- (b) In the event that quorum requirements are not met at the annual meeting, the slate of nominees nominated by the Nominations Committee shall be declared elected without a vote.
- (c) In the event that no nomination is made for a given Board role due to be filled by election, apart from the nominee nominated by the Nominations Committee, the said nominee shall be declared elected without a vote.

Section 4.4 Automatic resignation for excessive absence

- (a) The position of the Immediate Past President of the Club shall not be subject to any attendance requirement.
- (b) Holding a directorship or office with the Club is more than honorary, and as such, except as provided in paragraph (a) of this section of these By-Laws, requires actual, active participation in the regular meetings, special meetings, regular board meetings and special board meetings of the Club. Willingness to accept a directorship or office is a precondition of holding such directorship or office, but neither willingness nor tenure with the Club nor any other factor or consideration shall suffice to excuse excessive absence from the said types of meetings.
- (c) Prior to taking office as a Director or Officer, the member shall agree, as a condition of accepting the position, that in the event such Director or Officer fails to attend five (5) or more cumulatively of the regular meetings, special meetings, regular board meetings and special board meetings in any one calendar year, such Director or Officer's resignation from said position shall be deemed automatically submitted to the Board of Directors, with or without notice from such Director or Officer, and the Board shall automatically accept said resignation without a vote, subject to such exceptions as are detailed in other paragraphs of this section of these By-Laws.

- (d) The Board may, by a majority vote of the Board, refuse an automatic resignation unless the absences total six (6) or more meetings in any one calendar year, in which case the Board must automatically accept said resignation without a vote and the Board shall proceed directly to the step of filling the vacancy in accordance with the provisions of these By-Laws.
- (e) The Director or Officer whose automatic resignation for excessive absence is under consideration by the Board shall not have a vote on the matter.
- (f) Any vacancy arising from such resignation shall be filled in accordance with the provisions of these By-Laws.
- (g) Any Director or Officer whose resignation for non-attendance has been accepted, shall not be eligible for any directorship or office with the Club during the Club year following said resignation.

Section 4.5 Officer and director votes

- (a) On all matters subject to a vote of the Board of Directors, each director and each officer shall be entitled to one (1) vote if present, provided no director or officer shall have a vote on matters concerning discipline or resignation of said director or officer.
- (b) If not present, a director or officer may enter a vote on a matter by e-mail to the entire Board in advance of the vote taken by Board members who are present, but no director or officer may enter a vote as a proxy for any other Board member unless the absentee Board member has by e-mail, using the e-mail address noted in the official records of the Club, notified the entire Board in advance of the vote, indicating which other director or officer has been chosen as the proxy for the absentee Board member, which proxy shall then be the only director or officer empowered to enter a vote for the absentee Board member.
- (c) On all matters subject to a simple majority vote of the Board of Directors, if the votes are tied, the vote of the President prevails.

Section 4.6 President

- (a) The President when present shall preside at all meetings of the members and of the Board of Directors.
- (b) The President shall appoint all Standing Committees and Committee Chairs on or before the last day of February each year. Any such appointment can be overruled by the vote of two-thirds (2/3) of the entire Board of Directors, and the Board's decision shall be final. All Committees not appointed by the President and approved on or before the last day of February, shall be appointed by the Board of Directors.
- (c) The President shall be a member of all committees, by virtue of the office.
- (d) The President shall decide all matters subject to a simple majority vote, on which votes are tied.
- (e) The President may call for motions to be made and may make motions directly.

- (f) The President shall perform all duties assigned to the office in the various provisions of these By-Laws, all duties commonly incident to the office, and such other duties as the Board of Directors shall from time to time designate.
- (g) No President shall serve three (3) successive years. While a President may serve two (2) consecutive years, serving two (2) consecutive years is not required.

Section 4.7 Vice-President

- (a) During the absence or incapacity of the President, the Vice-President shall preside at all meetings of the members and of the Board of Directors.
- (b) The Vice-President shall assume the role of President for the remainder of the current term of office in the case of the death of the President or suspension or termination of the President's membership.
- (c) The Vice-President shall perform all duties assigned to the office in the various provisions of these By-Laws, such other duties as are commonly incident to the office, and such other duties as the Board of Directors shall designate.

Section 4.8 Recording Secretary

- (a) The Recording Secretary shall keep an accurate record of the proceedings of all meetings of the members as well as of the Board of Directors, which records shall be open at all reasonable times to the inspection of any member.
- (b) The Recording Secretary must be willing and able to share, in widely used electronic formats (such as Microsoft Word), the minutes and other documents prepared by said Recording Secretary and previous holders of that office.
- (c) In the absence of the Recording Secretary from any such meeting, a Recording Secretary pro tempore shall be chosen who shall record the proceedings of such meetings in the aforesaid records and manner.
- (d) For all meeting types, minutes shall record who was in attendance, designating each attendee as a member or guest, as the case may be.
- (e) During the official reading of the minutes, the list of member names need not be read, but the count of members must be read if the names are omitted from being read. In all cases, the names of guests must be read, as this is a key part of exposing guests to the members prior to the possible election of the guests as members.
- (f) The Recording Secretary shall perform all duties assigned to the office in the various provisions of these By-Laws, such other duties as are commonly incident to the office, and such other duties as the Board of Directors shall designate.

Section 4.9 Correspondence Secretary

- (a) The Correspondence Secretary shall administer the Club's repositories of official communication, including but not necessarily limited to written communication received from members as well as external correspondence.
- (b) The Correspondence Secretary shall assure the ongoing preservation of all such communication for as long as the Board shall deem necessary, such that members can access these records by corresponding with the Correspondence Secretary.
- (c) The Correspondence Secretary shall perform all duties assigned to the office in the various provisions of these By-Laws, such other duties as are commonly incident to the office, and such other duties as the Board of Directors shall designate.

Section 4.10 Treasurer

- (a) 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 the office or otherwise delegated by the Board of Directors.
- (b) The Treasurer shall pay all bills in a timely manner provided all the following:
 - 1. A document describing what is being paid;
 - 2. Proof of performance;
 - 3. Authorization or pre-authorization from the officer, director or committee chairperson responsible for approving the bill, according to such policies as the Board of Directors shall establish and maintain.
- (c) The Treasurer shall collect dues, pledges, and all outstanding fees and debts owed to the Club.
- (d) The Board of Directors shall have the right to approve which accounting system the Treasurer shall use.
- (e) The Board of Directors may, at its discretion, require bonding of the Treasurer in an amount to be determined by the Board.
- (f) The Board of Directors may, at its discretion, require a detailed review of the financial records of the Club, to be performed by the Budget and Financial Review committee or by the outside agent of the Board's choice.
- (g) The Treasurer shall be the custodian of all of the Club's financial records. All records shall be retained for the period of time required by the Internal Revenue Service.
- (h) The Treasurer shall perform all duties assigned to the office in the various provisions of these By-Laws, such other duties as are commonly incident to the office, and such other duties as the Board of Directors shall designate.

Section 4.11 GDCA delegate

- (a) 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 and shall act as the correspondent between this Club and the parent club.
- (b) The Delegate to the Great Dane Club of America shall be elected to serve for a term of two (2) years or until a successor is approved by the Great Dane Club of America.
- (c) The Delegate to the Great Dane Club of America shall be the Club's sole attorney and agent to act for and in behalf of the Club in applying to the American Kennel Club for a license to hold a show, which appointment shall be irrevocable.

Section 4.12 Immediate Past President

The Immediate Past President of the Club shall be that person who last held the office of President prior to the individual currently serving as President. In the case where the same individual is elected President for successive years, the Immediate Past President shall continue serving as Immediate Past President until a new individual takes the office of President.

Section 4.13 Standing committees

- (a) The President shall appoint the following Standing Committees as prescribed in the powers of the President in the present article:
 - 1. Membership Committee
 - 2. Specialty Show Committee
 - 3. Match Show Committee
 - 4. Judges Committee
 - 5. Trophy Committee
 - 6. Budget and Financial Review Committee
 - 7. Nominations Committee
- (b) The President shall, by virtue of the office, be a member of all Committees.
- (c) The President may constitute ad hoc committees for designated purposes.

Section 4.14 Board vacancies

Any vacancies occurring on the Board of Directors or among the officers shall be filled until the next election by a majority vote of all the then members of the Board of Directors, except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by the Board of Directors.

Section 4.15 Board nominations

- (a) The President, with the consent of the Board of Directors, shall each year on or before the last day of July designate a Nominations Committee consisting of at least five (5) members, at least one (1) of whom shall not be an officer or a director standing for re-election. No member shall be named to the Nominations Committee who has not attended at least three (3) of the Club's open meetings during the current Club year.
- (b) Immediately following the Board's appointment of a new Nominations Committee, the President or Correspondence Secretary shall notify in writing the members of the Nominations Committee of their appointment.
- (c) Following notification of appointment, and prior to the Club's regular meeting of the members for the month of September, the Nominations Committee shall nominate candidates to stand for election to the Board of Directors at the next annual meeting of the Club.
- (d) Every two (2) years the Nominations Committee shall nominate a Delegate to the Great Dane Club of America for election to a term of two (2) years.
- (e) The Nominations Committee shall meet before the September meeting of the year in which they are appointed, make their selection of candidates from among those General and Lifetime Active members who attended at least three (3) regular meetings as a member through the last day of July of the current Club year, and report their nominations in writing to the Correspondence Secretary at or before the September meeting.
- (f) The President or Correspondence Secretary shall read the list of nominees at the September meeting and shall, at least fourteen (14) days prior to the October meeting, cause the list of nominees to be published on the Club Web site. At least seven (7) days prior to the October meeting, the President or Correspondence Secretary shall also cause the same list to be sent via e-mail to all members who have an e-mail address in the records of the Club.
- (g) Any General or Lifetime Active member in good standing whose name does not appear upon the list so selected by said Committee and who attended at least three (3) regular meetings as a member through the last day of July of the current Club year, shall be eligible for nomination, subject to all the provisions of the following sub-paragraphs:
 - 1. If said member's name is endorsed in writing by at least three (3) other members in good standing with the Club and delivered by e-mail to the Correspondence Secretary before the October meeting, or
 - 2. If said member's name is nominated from the floor at the October meeting by three (3) other members in good standing with the Club, all of whom are present at the October meeting, in which event it shall be the duty of the Correspondence Secretary, and said Secretary shall on or before the November meeting of the same year, notify by e-mail each member of the name or names of the candidate or candidates so nominated or proposed.
- (h) Nominations may not be made from the floor at the annual meeting of the Club, except in the case of positions without a nominated candidate.

Article 5. Relationship and duties owed to GDCA

Section 5.1 Submission to authority of GDCA on territory

The club shall adopt the territorial boundaries granted or assigned to it by the Great Dane Club of America and shall accept realignment or re-assignment of territorial boundaries as may be established by the parent club.

Section 5.2 Submission to authority of GDCA on rules

During affiliation the Club, its officers and members, shall abide by such restrictions, rules or regulations as the parent club may prescribe from time to time as a condition precedent to continued affiliation, provided such restrictions, rules or regulations shall wherever required be approved by the American Kennel Club.

Section 5.3 Binding agreements

During affiliation the Club, its officers and members, shall be bound by such agreements or contracts (including its application for membership) as may be entered into by and between the Club and the Great Dane Club of America as a condition to affiliation or as a basis of continued affiliation.

Section 5.4 Loss of affiliation

In event affiliation with the Great Dane Club of America ceases and/or is terminated for any reason the Club shall delete the words "Great Dane" from its name and shall thereafter discontinue holding Great Dane specialty shows.

Section 5.5 Dues owed to GDCA

The annual dues of this affiliated club to the Great Dane Club of America shall be paid in advance on the first day of January of each year and shall be in such amount as the parent club shall from time to time determine.

Section 5.6 Records

The club at all times shall have its books and records available and open to the inspection of any Officer or duly appointed representative of the Great Dane Club of America and shall annually on the first day of February forward to the Secretary of the parent club:

- (a) A complete list of the Officers, Directors, Committees and Trial Board;
- (b) A complete list of members together with their physical mailing addresses;
- (c) Upon request, a complete certified copy of the minutes of any meeting or meetings.

Article 6. Specialty show

The club shall, whenever possible, hold a Great Dane Specialty Championship Show, provided it shall first obtain from the Great Dane Club of America consent in writing to apply for and to hold such a show. No such show shall be held either during or after affiliation with the Great Dane Club of America except by and with such consent in writing.

Article 7. 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 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 but 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 8. Construction

The Constitution and By-Laws shall be construed by the Board of Directors whose decision shall be final and binding on all members of the Club.

Article 9. Amendments

Section 9.1 Pre-eminence of current Constitution and By-Laws

- (a) The present Constitution and By-Laws supersede all previous versions.
- (b) All members are bound by the Constitution and By-Laws as most recently approved and amended.

Section 9.2 Amendment process

These By-Laws may be repealed, altered or amended at any regular meeting of the Club by a majority vote of the voting members in good standing present, provided that:

- (a) The President constituted a committee to draft the changes, additions and/or deletions.
- (b) A majority of the Board of Directors approved the proposed draft to move to the next stage of the approval process.
- (c) If required by the parent club, the authorized organ(s) of the parent club shall have approved the proposed draft before it is presented to the members for adoption or rejection.
- (d) If required by the American Kennel Club, the authorized organ(s) of the American Kennel Club shall have approved the proposed draft before it is presented to the members for adoption or rejection.
- (e) Detailed notice of such proposed repeal, alteration or amendment shall have been given to all members by e-mail and sent at least thirty (30) days prior to the date of such meeting.
- (f) The pertinent meeting notice requirements of Article 3 of these By-Laws shall apply.
- (g) Only such amendments as detailed in the "Notice of Intent to Amend" may be discussed and/or voted upon at such meeting; provided, however, additional amendments or changes may be proposed by motion from the floor if related to the substance of an amendment or alteration described in the "Notice of Intent to Amend."

END