

THE KEESHOND CLUB OF AMERICA, INC.

BYLAWS

CONSTITUTION

ARTICLE 1: NAME AND OBJECTIVES.

SECTION 1. The name of the Club shall be THE KEESHOND CLUB OF AMERICA, INC.

SECTION 2. Its objectives shall be:

- (a) to encourage the responsible selective breeding of purebred Keeshonden toward excellence in the individual specimen and the advancement of the breed as a whole;
- (b) to urge members and breeders to do all possible to bring the breed's natural qualities to perfection in accordance with the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which Keeshonden shall be judged;
- (c) to conduct specialty shows and performance events under the rules of The American Kennel Club, and to encourage sportsmanlike competition at all dog shows;
- (d) to do all in its power to protect and advance the welfare and interests of the breed in accord with the Club's Breeder's Code of Ethics;
- (e) to urge and assist members to educate the public in the objectives of the sport of purebred dogs in general and the care, protection, and advancement of Keeshonden in particular;
- (f) to encourage the organization of independent local Keeshond specialty clubs in areas where there are sufficient fanciers to meet the requirements of The American Kennel Club.

SECTION 3. The Club shall not be conducted nor operated for profit and no part of any profits nor remainder nor residue from dues nor donations to the Club nor from any other source shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I: MEMBERSHIP

SECTION 1. There shall be five classes of membership:

- (a) Individual membership open to persons 18 years of age and older who are in good standing with The American Kennel Club, and who subscribe to the purposes of the Club and agree to adhere to the Breeder's Code of Ethics. Such members shall enjoy all Club privileges including the right to vote and to hold office.
- (b) Joint (family) (limited to two individuals) membership open to persons 18 years of age and older who are both in good standing with The American Kennel Club, who both

subscribe to the purposes of the Club and agree to adhere to the Breeder's Code of Ethics. Such members shall enjoy all Club privileges including the right to vote (each individual shall be entitled to a separate vote) and hold office.

(c) Junior membership open to persons 10 years of age through 17 years of age, who are in good standing with The American Kennel Club, subscribe to the purposes of the Club, and agree to adhere to the Breeder's Code of Ethics. Junior members shall enjoy full membership privileges with exception of voting and holding elective offices. Upon reaching his/her eighteenth birthday, a junior member in good standing shall achieve interim regular membership status automatically, provided that prior to his/her eighteenth birthday he/she has notified the Secretary of his/her eligibility and desire to continue membership. Interim regular membership shall terminate if the individual fails to pay regular membership dues by the following August 1, as provided in Section 2 below.

(d) Honorary membership may be conferred on an individual who is or has been a regular member in good standing of The Keeshond Club of America, by a majority vote of the whole Board of Directors, ratified by a majority vote of the membership present at the next annual meeting. Honorary members may continue to be eligible to vote and run for office by continuing to pay dues appropriate for regular membership. If dues are not paid, an honorary member may neither vote nor hold office.

(e) Specialty Club membership is open to a local Keeshond Specialty Club that has been and currently is approved by The American Kennel Club to hold licensed shows. Any member of the local Club may be designated as its Delegate to the Keeshond club of America. The Delegate shall be entitled to cast one vote on behalf of the local Specialty member Club at Parent Club meetings and in balloting conducted by mail. If for any reason such Delegate cannot vote, the voting right may be exercised by another member of the local Specialty member Club duly appointed by its Board of Directors. The Delegate shall receive a copy of bulletins and other informational material distributed by the Parent Club and shall regularly inform his/her local Specialty Club members of the contents thereof. By May 1 of each year, the Delegate shall submit to the Corresponding Secretary of the Parent Club an annual report of the local Specialty Club's activities, prepared on the Club report form provided by the Parent Club. The report shall include the names and addresses of the member Club's officers and membership.

SECTION 2. Membership Dues. Annual dues MAY NOT EXCEED:

(a) for regular membership, \$35.00 for an individual and \$50.00 for two in one family, each having a separate vote.

(b) for junior membership, \$10.00 for an individual junior member and \$5.00 for each additional junior member in one family.

(c) not required of an honorary member.

(d) for a member specialty club, \$50.00

Dues shall be payable on or before the 1st of August of each year. During the month of June, the Treasurer shall send to each individual member and member club a statement of dues for the ensuing year.

SECTION 3. Election to Membership.

(a) Individual, Joint (Family) and Junior Memberships. Each application for individual membership shall provide that the applicant agrees to abide by these Bylaws, the Club's

Breeder's Code of Ethics, and the rules of The American Kennel Club. The membership application shall be accompanied by dues for the current year, to be returned in case of non-election. The written endorsement of the applicant by two regular members, NOT of the applicant's family nor residing in the same household, in good standing, shall be submitted separately on Board-approved sponsor's forms to the Recording Secretary.

Applicants unknown to a Club member may petition the Board for sponsorship.

Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative vote of a majority of the Directors shall be required to elect an applicant. Members elected after April 1 shall be credited with payment of dues through the next fiscal year. An application for membership shall be entitled to full membership privileges as of the date on which his or her application was approved.

(b) Specialty Club Membership. A local specialty Club, after it has been approved by AKC to hold an Independent Specialty, may apply by writing to the Corresponding Secretary of the Keeshond Club of America, Inc. and by a two-thirds vote of the whole Board of Directors may become a member Club of The Keeshond Club of America, Inc.

(c) Applications Not Approved. In the event an applicant is refused membership by the Board of Directors, the applicant's sponsors may present the application at the next general meeting of the Club and the Club may elect the applicant to membership by a favorable vote of 75% of the members present. If an applicant is refused membership by both the Board of Directors and the membership, he/she may not reapply for six months after the last date on which the application was rejected.

SECTION 4. Termination of Membership. Membership may be terminated:

(a) By resignation. Any member in good standing may resign from the Club upon written notice to the Recording 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 the fiscal year except for members elected after April 1 of the same year.

(b) By Lapsing. When dues remain unpaid 60 days after the first day of the fiscal year, the Treasurer shall notify the member that the delinquency will be brought before the Board of Directors for action unless payment is received within 30 days. The Board may declare the membership terminated or may grant an additional 60-day's grace in meritorious cases.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VI, Section 4.

ARTICLE II: MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the club shall be held no earlier than April 15 and no later than June 15 at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Recording Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be one-tenth of the members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President or by the majority vote of the members of the Board who are present at a meeting of the Board or by a vote by mail; Upon receipt of a petition signed by one-

twentieth of the Club members in good standing, the Recording Secretary shall call a special Club meeting. Such meetings shall be held at the place, date, and hour designated by the Board of Directors. Written notice of the meeting shall be mailed by the Recording Secretary at least 14 days and no more than 30 days prior to the meeting. The notice shall state the purpose, place, date, and hour of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be one-tenth of the members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board shall be held in March or April of each year following the election of Directors in March. Other meetings of the Board of Directors shall be held at such times and places as designated by the President, or as called upon receipt by the Recording Secretary of a petition signed by three members of the Board. Written notice of each such a meeting shall be mailed by the Recording Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for the transaction of business at all Board meetings shall be a majority of the Board when voting in person or by mail.

SECTION 4. The Board of Directors may vote at a meeting held in person; or by telephone; or by mail, or by e:mail. If the Directors conduct their business by mail, all actions must be by a majority vote of the full Board of Directors. All actions taken by telephone must be subject to ratification in writing before it is binding upon the Board. If the Directors conduct their business by e:mail, (a) all Board members must have a means to participate; (b) the identity of the participating individuals must be verified, (c) there must be a mechanism to assure that all Board members are participating; and (d) all Board members must agree to participate in this manner.

ARTICLE III: DIRECTORS AND OFFICERS

SECTION 1. Board of Directors: The Board of Directors shall comprise nine Club Members, divided into three classes of three members each, all of whom shall be regular members in good standing and residents of the United States. Each year three Directors shall be elected for three-year terms, or until their successors are elected or appointed, in the manner prescribed in Article IV, Section 3, to succeed those whose terms expire. No person may serve more than two consecutive terms on the Board of Directors, nor is a person eligible to run, or be appointed, for a third term less than one year after the end of the second consecutive term.

The Board shall prescribe rules for its own regulation and for the general management of the Club and define duties and powers of all committees. The Board shall annually appoint a delegate to The American Kennel Club who shall serve until a successor is appointed. The delegate shall regularly report to the Keeshond Club of America's Board of Directors the proceedings of The American Kennel Club delegate's meetings and other relevant matters as may arise.

SECTION 2. Officers: The Club's officers shall consist of a President, two Vice Presidents, a Corresponding Secretary, a Recording Secretary, and a Treasurer, who shall be elected by the Board from its members. Each retiring officer shall turn over to his or

her successor in office all properties and records relating to that office within 30 days after the election. Officers shall serve in their capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall serve for one year and may not serve more than three consecutive one-year terms. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally associated with the office of President in addition to those specified in these Bylaws.

(b) Each Vice President shall serve for one year and neither may serve more than three consecutive one-year terms. The first Vice President shall have the duties and exercise the power of the President in case of the President's absence or incapacity; similarly the second Vice President in the absence or disability of the first Vice President.

(c) The Corresponding Secretary shall serve for one year and may not serve more than six consecutive one-year terms. The Corresponding Secretary shall conduct the correspondence of the Club and correspondence with the American Kennel Club, Judges, and Specialty Clubs regarding their specialties and other matters connected with the Club. The Corresponding Secretary shall carry out other such duties as are prescribed in these Bylaws and as directed by the Board. In absence or incapacity of the President, and the First and Second Vice Presidents the Corresponding Secretary shall have the duties and exercise the powers of the President.

(d) The Recording Secretary shall serve for one year and may not serve more than six consecutive one-year terms. The Recording Secretary shall keep a record of all meetings of the Club and of the Board of Directors, all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall have charge of notifying members of meetings, notifying directors of their election to office, notifying committee members of their appointment, keeping a roll of all Club members and their addresses and carry out other such duties as are prescribed in these Bylaws and as directed by the Board.

(e) The Treasurer shall serve for one year and may not serve more than six consecutive one-year terms. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit it in the name of the Club in a bank or banks satisfactory to the Board and shall disperse the Club's funds under the jurisdiction of the Board. The Treasurer's books shall at all times be open to inspection of the Board, and at every Board meeting he or she shall report the condition of the Club's finances and every item of receipt or payment not before reported. At the annual Club meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. At the first Board meeting of the fiscal year, the Treasurer shall present a proposed, detailed budget for the Club's current year's financial operation.

The Club's books shall be audited at least once each year by a committee designated by the Board. On election of a new Treasurer, however, the books provided by the retiring Treasurer shall be audited by an outside professional auditor or accounting firm. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3. Removal of Directors or Officers. Officers or Directors are subject to the same disciplinary action as outlined in Article VI of these Bylaws.

SECTION 4. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of all of the then members of the Board; except that a vacancy in the office of the President shall be filled automatically by the First Vice President, and the Second Vice President in absence or disability of the First Vice President and the resulting vacancy in the office of Second Vice President shall be filled by the Board.

ARTICLE IV: THE CLUB YEAR, VOTING, NOMINATION, ELECTIONS

SECTION 1. Club Year. The Club fiscal year shall be August 1 through July 31. The Club's official year shall begin with the meeting of the new Board during the month of March or April, and shall continue through the election during the following March. The elected Directors shall take office immediately upon being elected.

SECTION 2. Voting. Honorary life members (whose current dues are paid) and regular members in good standing, including the delegate from each specialty club, may vote when present at the annual meeting, at a special meeting of the Club, and by written ballot cast by mail in the annual election of the Directors and adoption of amendments to the Bylaws, or the standard of the breed. There shall be no voting by proxy. The Board of Directors may decide to submit other specific questions for a vote of the members by written ballot cast by mail.

SECTION 3. Annual Elections. The Board of Directors shall designate an independent professional agency or appoint a committee to receive and count ballots. Ballots for the election of Directors must be received by the designated teller(s) of elections before March 1 as prescribed in Section 5 of this Article. The designated teller(s) shall certify the results of the voting, and the three persons receiving the largest number of votes shall be declared elected Directors.

If a nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall notify the Recording Secretary in writing and this position shall be filled by the nominee having the next largest number of votes. If no additional nominees were proposed by petition as provided in this Article, the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A regular member in good standing may be nominated for a position on the Club's Board of Directors by a nominating committee appointed by the Board of Directors, or may be nominated by petition signed by one-tenth of the regular members in good standing. Criteria for the selection of nominees shall include experience and geographic location. Nominations may not be made at the annual meeting or in any manner other than as provided in this section.

(a) Nominating Committee. The Board of Directors shall appoint a nominating committee before September 15. The committee shall comprise three members from different parts of the United States, and two alternates, all regular members in good standing. The chairman of the nominating committee shall be a member of the current Board of Directors, and shall be the only Director on the committee. The nominating committee

may conduct its business by mail. The nominating committee shall nominate from among Club members in good standing three candidates for positions on the Board of Directors, and shall procure the written acceptance of each nominee so chosen.

The committee shall then submit its slate of candidates to the Recording Secretary who shall mail the list, including the full name of each candidate and the name of the state in which the candidate resides, to each member of the Club on or before November 1, so that additional nominations may be made by the members if they so desire.

(b) Additional Nominations. A regular member in good standing may be proposed for nomination by a petition signed by one-tenth of the regular members in good standing, together with a statement of qualifications of the individual named and that individual's written acceptance of candidacy. These items must be received on or before December 31 by the Recording Secretary. If no valid additional nominations are received by the Recording Secretary on or before December 31, no balloting shall be required, and the nominating committee's slate of three candidates shall be declared on March 1 of the following year.

SECTION 5. The Ballot. If one or more valid additional nominations are received by the Recording Secretary on or before December 31, the Secretary shall, by January 15, mail to each regular member in good standing a ballot listing all the nominees for the same position in alphabetical order and stating the geographical location of the nominee's residence. This ballot shall be mailed with an envelope marked Ballot and a return envelope addressed to the designated teller of election selected by the Board of Directors and bearing the return address of the member to whom the ballot was sent. So that ballots may remain secret, each voter, after marking his or her ballot, shall seal it in the Ballot envelope, which in turn shall be placed in the envelope addressed to the designated teller of election. Ballots to be counted must arrive at the tellers of election by the first of March of that year. The teller of election shall check the return address on the envelopes against the Recording Secretary's official list of members in good standing and whose dues are paid to determine whether or not the ballot shall be counted. Upon completion of the count, the teller shall render a written report to the Recording Secretary, shall destroy the envelopes received, and turn over to the Recording Secretary, the marked ballots. The report shall give the number of members voting and the number of votes cast for each candidate. This report must be made by March 15 and announced to the membership by the Recording Secretary.

ARTICLE V: COMMITTEES AND/OR CHAIRMEN

SECTION 1. Each year the Board may appoint standing committees to advance the work of the Club. Each committee will serve for the current year. 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. Committee appointees shall be notified by the Recording Secretary of the appointment or reappointment.

SECTION 2. Any appointment may be terminated by a majority vote of the whole Board on written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI: DISCIPLINE

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period, after which the individual may apply to the Board of Directors for reinstatement in The Keeshond Club of America, Inc.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed as provided in these Bylaws. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25.00, which shall be forfeited if such charges are sustained by the Board, or an appointed committee within the Board, following the hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed as specified above. If a majority of the whole Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the Breed, it shall refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a time for a hearing by the Board, or a committee of no fewer than three Board members, at the time of the next scheduled Board meeting. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes. The Corresponding Secretary shall also send by registered mail a notice of the hearing to the complainant and an assurance that the complainant may personally appear and bring witnesses if he/she so wishes.

SECTION 3. Board Hearing. The Board or committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or committee may by a majority vote of those present reprimand the defendant or suspend the defendant from all privileges of the Club for not more than six months from the date of the Hearing, or until the next annual if it will occur six months after the Hearing. If the Board or committee deems a suspension an insufficient reprimand, it may also recommend to the membership at the next general meeting that the penalty be expulsion. Immediately after the Board or committee has reached a decision, its findings shall be filed in writing with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's or committee's

findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The members in good standing, present at the meeting, shall then vote by secret written ballot on the proposed expulsion. A two-thirds affirmative vote of those voting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII: AMENDMENTS

SECTION 1. Amendments to these Bylaws or to the Standard of the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by one-fifth of the regular members in good standing. Board consideration of any such amendment(s), whether initiated by the Board action or members' petition, must be brought to the attention of all Club members in the official Club publication or by special notice from the Recording Secretary within sixty days after the initial Board action or the receipt of the petition by the Recording Secretary. Amendments proposed by the petition shall be promptly considered by the Board of Directors and must be submitted to the members by the Recording Secretary, together with the recommendations of the Board, for a vote within six months of the date on which members were notified of the Board's receipt of petition.

SECTION 2. A copy of proposed amendment(s) to the Bylaws or the Standard of the Breed must be mailed by the Recording Secretary to each regular member accompanied by a ballot on which the member may indicate his/her choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be received by the Recording Secretary to be counted. The favorable vote of two-thirds of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment. No amendment of the Bylaws or the Standard of the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII: DISSOLUTION

SECTION 1. 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 dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club or 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 IX: ORDER OF BUSINESS

SECTION 1. 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 the Last Meeting
Report of President
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of Committees
Election of New Members
Unfinished Business
New Business
Adjournment

SECTION 2. At the meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of Minutes of Last Meeting
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
Election of New Members
Election of Officers (at first meeting of the newly elected Board of Directors in March or April of each year).
New Business
Adjournment

SECTION 3. In all situations that are not provided for in the law, in the Club's Articles of Incorporation, or Bylaws, the current edition of Robert's Rules of Order shall govern this Club in all parliamentary situations.

Adopted and Effective: 09/09/2004