

By – Laws

Minnesota Boxer Club Inc.

Article I Membership

Section 1 - *Membership Types:* There shall be four types of membership.

- a) *Full Membership* Individual
- b) *Full Membership* Spouses, Domestic Partners, each of whom has a separate vote.
- c) *Associate Membership* Individual
- d) *Associate Membership* Spouses, Domestic Partners

Section 2 – *Eligibility:* While membership is to be unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders and exhibitors in its immediate area. To be eligible:

- a) An applicant must be at least eighteen (18) years of age and have a demonstrated interest and love for the Boxer breed and must be in good standing with the American Kennel Club. It is not a requirement that an applicant presently own a boxer. An applicant must agree not to exploit his membership in the Minnesota Boxer Club.
- b) The applicant shall be sponsored by (1) individual member who is in good standing of the Minnesota Boxer Club, Inc., who has been a member for at least two (2) years and who is not related to the applicant.
- c) No member may sponsor more than two individuals or spouses, or domestic partner memberships during each calendar year.
- d) Associate members need not be in compliance with the part of Article I, Membership, Section 2 (a) which reads that they or a member of his immediate family own at least one (1) registered Boxer or have exhibited one or more of the same in at least three (3) American Kennel Club licensed shows within one (1) year of application for membership.

Section 3 – *Election to Membership:* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year, which dues shall be returned in the event the application is rejected.

Section 4 – *Membership Coordinator:* There shall be a Membership Coordinator, appointed by a majority vote of the Board of Directors. Applications shall be accepted by the Membership Coordinator, who will notify the Secretary of the Club upon the receipt of the application. The Secretary of the Club will notify club members of the applications to be voted on in the next issued notice for a club meeting. The application/s will be voted on by the membership. Affirmative votes of two-thirds (2/3) of the members present at that meeting shall be required to accept the applicant. Applicants who have been rejected by the Club may not re-apply within six (6) months after such rejection.

Section 5 – *Termination of Membership:* Memberships may be terminated:

- a) by resignation. Any member in good standing may resign from the Minnesota Boxer Club upon written notice to the Secretary, but no member may resign when in debt to the Minnesota Boxer Club. Dues obligations are considered a debt to the Club and are incurred on the first day of each fiscal year.
- b) by default. Members shall be considered in default if the yearly dues remain unpaid by the last day of February.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VIII of these By-Laws.

Section 6 – *Membership Dues:* The annual membership dues for individuals, spouses, and domestic partner memberships are due and payable upon application, and before the first day of January of each year. The dues shall be set by the Board of Directors each year. Membership dues shall not exceed \$50 per person / per year.

The membership of any member shall be in default if the dues remain unpaid past the last day of February in any year after notice there of has been given. The Board of Directors, in its discretion, may waive this provision whenever facts and circumstances warrant the same.

Section 7 – *Associate Members:* Associate members may attend any meeting which is open to the general membership, speak on any topic and serve on any committee. They may not cast votes, make motions, second motions, chair a committee, hold an office or be a member of the board of directors.

Section 8 – *Change of Membership Status:* Associate members, who desire to change their status to that of a Full Member Individual or Full Member Spouses, or Domestic Partners may request to do so by meeting one of the following requirements:

- a) They now meet all eligibility requirements as outlined in Article I, Section 2 (a), (b) and (c).
- b) They have been active members in good standing, for one (1) year, and they have attended at least half of the club meetings within the last year.

The request for change of membership status can be made verbally at a club meeting or submitted in writing to the membership contact person. The request will be voted by the members present at the meeting the request is made or at the next general meeting held if the request was submitted in writing.

Article II Meetings & Voting

Section 1 – *Annual Meeting:* The annual meeting shall be held during the month of January at a time ~~and~~ **via virtual, electronic, in person, or teleconference/videoconference meetings, or place** to be determined by the Board of Directors. Written notice or email notification of the annual meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

Section 2 – *Regular Meetings:* A minimum of four (4) regular meetings shall be held annually **via virtual, electronic, in person, or teleconference/videoconference meetings**. Notice of the meetings shall be mailed by the Secretary, or email notification at least ten (10) days

prior to the date of the meetings. The quorum for such meetings shall be 20% of the members in good standing.

Section 3 – *Special Meetings:* Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held at such place, date and hour **via virtual, electronic, in person, or teleconference/videoconference meetings**, as may be designated by the person or persons authorized herein to call such meetings. The quorum for such meetings shall be 20% of the members in good standing.

Section 4 – *Board Meetings:* The Board of Directors shall meet immediately after the annual meeting for the purpose of electing officers. Subsequent board meetings may be held in conjunction with regular meetings. Written notice or email notification of each such meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting **via virtual, electronic, in person, or teleconference/videoconference meetings**. The quorum of such a meeting shall be the majority of the Board.

Section 5 – *Special Board Meetings:* Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized here in to call such meeting **via virtual, electronic, in person or teleconference/videoconference meetings**. Written notice or email notification of such meeting shall be mailed/**emailed** by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted there at. A quorum for such a meeting shall be a majority of the Board.

Section 6 – *Voting:* Each Full Member in good standing, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which he/she is ~~present~~ **can email vote or vote in person**. Proxy voting will not be permitted at any Club meeting or election.

Article III Order of Business

Section 1 – *Order of Business:* The order of Business for all meetings, so far as the character and nature of the meeting may permit, shall be as follows:

- a) Roll Call
- b) Reading of Minutes
- c) President's report
- d) Secretary's report
- e) Treasurer's report
- f) Committee reports
- g) Election of Board of Directors (at the Annual Membership meeting)
- h) Election of the Officers (at the Annual Board meeting)

- i) Election of New Members (at the Annual and/or Regular Membership meetings)
- j) Unfinished Business
- k) New Business
- l) Adjournment

Section 2 – Procedure: All meetings shall be conducted under the latest Revised Robert’s Rules of Order.

Article IV Board of Directors

Section 1 – Election and Term of Office: The government and management of the Club shall be vested in a Board of Directors consisting of ~~nine (9)~~ **seven (7)** members with three (3) to be elected by the membership at each annual meeting to hold office for a three-year term.

Since January, 1952, ~~nine (9)~~ **seven (7)** directors shall be elected in the following manner:

Members shall be first nominated for directors having a three-year term and the three (3) members receiving the highest number of votes shall be elected: members shall next be nominated for directors having a two-year term and the ~~three (3)~~ **two (2)** receiving the highest number of votes shall be elected: members shall then be nominated for directors having a one-year term and the ~~three (3)~~ **two (2)** members receiving the highest number of votes shall be elected.

Section 2 – Nominations: No person may be a candidate in a Club election who has not been nominated. Each candidate for the Board of Directors shall have been a Club member for at least one (1) year and have attended one half (1/2) of the Club meetings in the previous year. During the month of November, the Board shall select a Nominating Committee. The Secretary shall immediately notify the committee of eligible members. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting, which shall be held on or before November 30. This committee meeting can be done by phone calls.

- a) The Committee shall contact all eligible candidates for the Board of Directors. Those persons contacted, who consent to be nominated, shall have their names reported to the Secretary.
- b) Upon receipt of the Nominating Committee’s report, the Secretary shall notify each member, in writing, of the candidates so nominated at least 10 days before the January Election meeting.
- c) Additional nominations may be made at the January Elections meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- d) Nominations cannot be made in any manner other than as provided in this Section.

Section 3 - Vacancies: In the event of any vacancy occurring in the office of Director, the unexpired term of such Director shall be filled by a member in good standing and appointed by the remaining members of the Board of Directors. Any Director so appointed shall not

necessarily succeed to any office vacated by the Director whose unexpired term he/she is to fill.

Section 4 – *Duties and Powers:* Duties and power of the Board of Directors include the following:

- a) General management of the Club’s affairs shall be entrusted to the Board of Directors.
- b) The Board of Directors shall elect from among its members the officers of the Club and shall appoint all committee chairs.
- c) The Board of Directors shall fill any vacancies occurring in any office by appointment.
- d) The Board of Directors shall have the power to remove any officers, directors, committee chairs or committee members for violation or neglect of duty, after an opportunity for hearing has been granted by the Board of Directors.

Article V Officers

Section 1 – *Election:* The officers of the club shall be a President, Vice-President, Treasurer and Secretary. The offices of Secretary and Treasurer may be held by the same person. They shall be elected by and from the Board of Directors at the Board meeting immediately following the annual meeting in January of each year. The Board of Directors shall appoint the bench show chair from amongst its members.

Section 2 – *Terms:* The term limitations of the officers shall be as follows:

- a) The President and Vice President will have term limits of two (2) consecutive years.
- b) The Secretary and Treasurer will not have any term limitations.

Section 3– *Duties and Powers:* Duties and powers of the officers shall be as described:

- a) The President, or in his/her absence, the Vice-President, shall preside at all meetings of the Board of Directors and at all meetings of the Club.
- b) The Treasurer shall collect and receive all money due and belonging to the Club and give receipts, therefore. He/She shall deposit the same in a bank approved by the Board of Directors, in the name of the Club. Withdrawals from the account so deposited, shall require the signature of the Treasurer or Secretary. The Treasurer’s books shall be open to the inspection of the Board of Directors and the Treasurer shall report the condition of the finances when requested. At the annual meeting, the Treasurer shall render an account of all monies received and expended during the fiscal year, which account may be audited by the President or his/her appointees. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- c) The Secretary shall keep an accurate record of all meetings of the club and of the board of Directors and of all other meetings of which a record shall be ordered. The Secretary shall notify officer and members of their election and appointment and shall notify members about meetings. The Secretary shall keep a roll of the members of the club with their addresses. The Secretary shall make all reports

required by the American Kennel Club, the American Boxer Club and such other reports as may be necessary from time to time.

Section 4 – Vacancies: In the case of death or resignation of the President, Vice-President, Secretary or Treasurer, the Board of Directors is empowered to fill such vacancy for the balance of the term for which such officer had been chosen.

Article VI Committees

Section 1: The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2: Any committee appointee may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

Article VII American Boxer Club Membership Eligibility

The Club shall maintain its eligibility as a member club of the American Boxer Club according to Article I, Section 3 – Members Clubs of the American Boxer Club By-Law, which specify:

- a) The Club members shall subscribe to Article I of the American Boxer Club By-Laws, and function as a non-profit organization.
- b) The Club shall hold at least four (4) meetings a year and furnish minutes of each membership meeting and Directors meeting to the Secretary of the American Boxer Club as soon as they are approved. A notification shall be sent to the ABC secretary to note that no meeting was held for months they do not meet.
- c) The Club shall submit to the Secretary of the American Boxer Club immediately after the annual meeting, a list of members and officers with their current addresses.
- d) The Club shall hold one (1) or more sanctioned matches or licensed specialty shows annually.
- e) The Club shall submit any proposed changes in their By-Laws to the Secretary of the American Boxer Club in advance for approval by the Board of Directors of the American Boxer Club and the American Kennel Club.

Article VIII 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.

Section 2 – *Charges:* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a 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 interest of the Club or of the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The 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 together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3 – *Board Hearing:* The Board shall have complete authority to decide whether counsel may attend the meeting, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, and if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately, after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4 – *Expulsion:* Expulsion of a member from the Club may be accomplished only at a meeting of the Club, following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within 60 days, but not earlier than 30 days, after the date of the Board's recommendation for expulsion. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be take at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf, if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Section 5 – *Club Property:* The interest of any member in the property of the Club shall cease upon the termination of his/her membership whether by resignation, failure to renew, expulsion, forfeiture or otherwise.

Article IX
Delegate to the American Boxer Club

The Board of Directors shall appoint, from its own number or from the membership at large, any member of the Club in good standing as delegate to the American Boxer Club. It shall be the duty of the Secretary to furnish to the American Boxer Club satisfactory evidences of such delegate's authority. The Board of Directors shall have the power to appoint a successor in the office of delegate in the case of any vacancy occurring during the year.

Article X
Amendments

Section 1: Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2: The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two (2) weeks prior to the date of the meeting.

Section 3: The By-Laws as hereby amended shall be effective immediately upon their passage and upon approval of the American Boxer Club and the American Kennel Club.

Article XI
Dissolution

Section 1 – Dissolution: The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law; none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to The American Boxer Charitable Foundation.

Minnesota Boxer Club, Inc.

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By-Laws Committee Chair
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