

BY - LAWS
of the
GERMAN SHEPHERD DOG CLUB OF WISCONSIN, INC.

As amended to August, 2015

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ARTICLE I - Name

Section 1. Name.

This association is known as the "GERMAN SHEPHERD DOG CLUB OF WISCONSIN, INC."

Section 2. Location.

The general headquarters of the club are in Waukesha County. Membership generally encompasses Wisconsin.

ARTICLE II - Objectives

Section 1. Purpose.

To educate the owners and handlers of AKC (American Kennel Club) registered German Shepherd Dogs in the proper manner of training and handling German Shepherd Dogs. To educate the general public, including both adults and children in the safe meeting, greeting and interaction with dogs, especially large dogs such as German Shepherds.

To educate owners and the general public on the principles and guidelines of the AKC program regarding responsible dog ownership. To educate the general public and elected officials about dog safety and to work in conjunction with dog advocacy groups to develop appropriate legislation to protect the general public and the breed.

To hold educational offerings covering a range of subjects of interest to serious dog breeders and exhibitors.

Section 2. Objectives

To adhere to and promote the "Standards of the German Shepherd Dog" as approved by the AKC, breeders, judges, dog show committees and others as the recognized "Standard" by which the breed shall be judged.

To protect, advance, and improve the interest of the breed by supporting and conducting breed, obedience, agility, and performance events, matches and trials for which the club is eligible under the Rules and Regulations of the AKC

To aid, by every means possible, in demonstrating the versatility of the German Shepherd Dog and their conspicuous abilities as Companion dog, War dog, Police dog, Red Cross dog, Service dog, Search and Rescue dog and Leader dog for the blind.

The club shall provide a means of friendly assembly of its members for the purpose of furthering their interest in the German Shepherd Dog as the ideal companion. The club shall be perpetuated in the spirit in which it was founded, as an organization of mutually agreeable German Shepherd enthusiasts seeking individual and collective recreation, knowledge, and pleasure in the study of their hobby.

ARTICLE III - Membership

Section 1. *Number and Class of Members.*

The club is composed of an unlimited number of associate, regular, and honorary members who are and must remain in good standing with the American Kennel Club.

Section 2. *Associate Member.*

An associate membership is open to any person eighteen years of age or older who is interested in the aims and purposes of The German Shepherd Dog Club of Wisconsin, Inc., and who is a sincere German Shepherd Dog enthusiast. Such a person must make proper application accompanied by one year's dues. A majority assenting vote by the Board of Directors at a regular Board meeting shall be requisite to admission. Upon approval of the application, an associate membership card and a copy of the Bylaws shall be sent to said applicant. An associate member is entitled to all the privileges of the club, except the right to hold office, and to vote at the annual election, on charges of misconduct, amendment of the Bylaws and on the dissolution of the club.

Section 3. *Regular Member.*

At the end of one year, an associate member may make application to the Board of Directors within thirty (30) days for a regular membership. A majority assenting vote by the Board of Directors at a regular Board meeting shall be requisite to regular membership.

Section 4. *Honorary Member.*

Honorary members may be elected from among those having rendered valuable service to the club or to the breed.

Section 5. *Resignation.*

Any member in good standing may resign at any time and, upon writing notice thereof to the Membership Chairperson, such resignation shall become effective immediately.

Section 6. *Reinstatement.*

Any member in good standing who has officially resigned his/her membership in accordance with ARTICLE III, Section 5, may apply to rejoin at a later date under their original status. Any associate or regular member dropped from the club for non-payment of dues, who desires to be reinstated into the club, is subject to the associate membership requirement.

Section 7. Charge of Misconduct.

A. Any member may prefer charges against another member for alleged misconduct prejudicial to the interests of the club or another member. Written charges with specification must be prepared in duplicate, sworn to before a notary public and forwarded to the Secretary of the club within three (3) months after the occurrence of the alleged misconduct, together with a deposit of ten dollars (\$10.00) which shall be forfeited if said charges are not sustained. Both parties shall be heard before the Board of Directors at the same meeting. The Board shall have the authority either to dismiss the charges or to forward them to the membership for action. The Board may, at its discretion, suspend the accused member for a period not exceeding three (3) months within which time the club must take final action. No penalty except temporary suspension may be imposed by the Board against any member until such member has had the opportunity of defending himself/herself before the membership, who may either absolve, suspend, or expel the member or take any other action that may be deemed necessary for the best interests of the club. The member accused must be furnished a copy of the charges against him/her at least two (2) weeks before the meeting at which he/she is to be considered by the regular members.

B. Board protocol to enact disciplinary action upon a member(s) whose conduct or behavior negatively impacts the Club and its wellbeing.

1. First offense: Board must review the allegation(s) and approve the disciplinary action. A verbal warning will be issued and a signed note of documentation will be placed in the Secretary's folder.

2. Second offense: The Board will present the member with a written warning, which must be signed by both the Board, and the member. A copy of this document will be filed with the Secretary.

3. Third offense: The Board, after review of the offense, will impose a degree of suspension, of no more than (3) three months, dependent on the severity of the infraction.

4. Fourth or subsequent offense: At this point, the issues(s) must be presented to the membership for any further suspension or possible expulsion.

5. Should at any step of the process, a member refuse to sign the document or comply with the action imposed, the issue will be referred back to the Board for escalation of the protocol.

NOTE: Any dues previously paid are forfeited during the time of the suspension.

ARTICLE IV - Dues

Section 1. Membership Dues.

A. Annual dues for Single Membership and Family Plan shall be payable on or before October 15.

- B. New Members (Associates) shall, in addition to annual dues prescribed in Item A. above, pay a one-time, per person initiation fee.
- C. Associate Members, after one year, may apply for regular membership. Upon acceptance, dues will be prorated to the next October 15, and thereafter become due annually.

Section 2. *Unpaid Membership Dues.*

A member whose annual dues are unpaid for a period of thirty (30) days will be notified of his/her delinquency by a written notice from the Membership Chairman sent by first class mail to the last address on record. In the event the delinquent dues are not paid within thirty (30) day after that notice, the delinquent member will be dropped from the club by action of the Board. In deserving cases, the Board may extend this grace period.

Section 3. *Training Fees.*

All members training their dogs on G.S.D.C.W. grounds shall pay training fees, in advance, as prescribed in the STANDING CLUB RULES.

Section 4. *Unpaid Training Dues.*

Members whose training dues are delinquent thirty (30) days without good and sufficient cause will be suspended from classes. Any member suspended for such cause will not be reinstated until all unpaid dues are paid.

ARTICLE V - Government

Section 1. *Management.*

The control and general management of the affairs of the club shall be vested in the Board of Directors. The Board shall consist of a President, Vice President, Secretary, Treasurer, Historian, and five (5) elected Directors. The Shows Coordinator, Director of Training, Editor of Shepherd Tales, Webmaster, Membership Chairman, and Chairman of Building and Grounds shall be appointed by the President, subject to approval of the Board, with such appointment qualifying them as voting members of the Board of Directors. The immediate Past President shall be an ex-officio, non-voting member of the Board of Directors. In no event shall the Board, including the immediate Past President, be comprised of less than eleven (11) nor more than sixteen (16) voting members. The President, as necessary, may appoint other non-voting administrative positions.

Two members of an immediate family may not serve as President and Treasurer, nor become co-signers of Club funds.

Section 2. Board of Directors.

A. Powers. The Board has authority to conduct the regular affairs of the club in the best interest of the club by a two-thirds (2/3) majority of Board members present at any Board meeting.

A. B. Meetings.

- (1) The first meeting of the new Board will be held as soon as practical after the November election.
- (2) REGULAR MEETINGS of the Board of Directors are to be called monthly by the President at such time and place, as he/she shall designate.
- (3) SPECIAL MEETINGS of the Board may be called by the President at any time. Special meetings of the Board must be called by the President upon written request of a majority of the Directors in office, stating the purpose of the desired meeting.
- (4) QUORUM. A majority of the Directors in office constitute a quorum.
- (5) MINUTES. The Board of Directors shall keep minutes of its meetings.
- (6) ORDER OF BUSINESS. At all meetings of the Board of Directors, the order of business shall be:

Roll call

Reading of the minutes

Report of the Secretary

Report of the Treasurer

Membership applications

Report of the committees

Good and Welfare of the Club

Unfinished business

New business

The order of business may be suspended by consent of the majority of

Directors.

C. Committees.

- (1) AUDITING COMMITTEE. The Board shall appoint an auditing committee to consist of three (3) at-large members who shall audit the records and accounts of all officers and/or members handling club funds and shall report at the annual meeting of the members or at any other time the Board may deem advisable in the best interest of the club.
- (2) NOMINATING COMMITTEE. At its June meeting, the Board shall appoint a nominating committee consisting of five (5) members, no more than two (2) of whom shall be from the current Board. This committee shall select a slate of nominees from those members who are willing to accept nomination for the election of officers and directors for the ensuing year.
- (3) OTHER COMMITTEES. The President has full power to appoint committees from among the members of the Board or of the club, and refer to such committees any matters pertaining to the affairs of the club.

D. Vacancies.

- (1) Any vacancy of the Board or in the club offices that may occur between annual elections shall be filled by the Board and approved by the membership. The membership has the power to bring the number of Directors to the maximum provided for in these Bylaws.
- (2) When an elected Board member is appointed one of the following positions: Membership Chairman, Show Coordinator, Director of Training, Editor of Shepherd Tales, or Chairman of the Building & Grounds, thereby creating an opening on the Board, the Board may, with the approval of the membership, appoint a regular member to fill that opening.

Section 3. Duties of Officers.

- A. President. The President presides at all meetings of the Board of Directors and the members of the club. He/she acts as executive head of the club and performs all duties customary and usual to the office. He/she acts as Chairman of the Board of Directors. He/she is ex-officio a member of all committees except the Nominating Committee.

- B. Vice-President(s). The (first ranking) Vice-President shall, in the absence or disability of the President, perform all the duties of the President.
- C. Secretary. The Secretary keeps minutes of all meetings, has charge of general correspondence, and performs or supervises all other duties customary and usual to the office.
- D. Treasurer. The Treasurer receives, collects, and handles all club funds and deposits all funds in such a bank or trust company as the Board of Directors may designate and makes such disbursements there from as are necessary and proper to meet the just and due obligations of the club under the general supervision of the Board. He/she renders a Financial Report at the annual meeting of the members. He/she performs such other duties that are usual and customary to the office.
- E. Historian. The duties of the Historian are to keep the records of the activities of the club, the members, and the member's dogs.

Section 4. Surety Bonds.

Any officer, director, or club member handling club funds may be required by the club to furnish a surety bond, with the approved sureties in such amounts as may be determined by the Board of Directors. The expense of the bond(s) shall be borne by the club.

ARTICLE VI - Election of Officers and Directors

Section 1. Election.

The officers of the club and members of the Board of Directors shall be elected at the annual meeting of the members of the club by secret ballot from among those nominated in accordance with Article VI, Section 2 of these bylaws. Candidates receiving a majority of the votes cast by the members at a completed election shall be declared duly elected to the position for which nominated. In the event where more than two (2) candidates have been nominated for an office where more than one (1) candidate is to be elected, a plurality vote shall determine the winner(s).

Section 2. Nominations.

It shall be the duty of the Chairman of the Nominating Committee to call committee meetings and notify the Secretary of the proposed slate prior to the August membership meeting.

- A. The Committee shall nominate at least one (1) candidate for each office and at least five (5) candidates for the other five (5) positions on the Board.
- B. After securing the consent of each person so nominated, the Committee

Chairman shall notify the Secretary, who in turn will notify each regular member in writing of the candidates so nominated, 20 days prior to the September meeting. Notification must be made by first class mail or electronic media.

- C. Additional nominations may be made at the September meeting by any member in attendance, provided that the person so nominated does not decline when his/her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate, signifying his/her willingness to be a candidate. No person may be a candidate for more than one office.
- D. The final slate of all candidates, with ballot, must be sent by first class mail to each regular member by the Secretary, on or before October 15. In the event of an unopposed slate for all offices, the mailing will be eliminated and the slate accepted at the November annual meeting.
- E. Nominations cannot be made at the annual meeting or in any manner other than provided in these bylaws.

Section 3. *Ballots.*

In order to count, all ballots must be received by the Secretary of the club, in a signed, sealed envelope prior to tabulation at the annual meeting. After tabulation, recording and adjournment, all ballots shall be destroyed.

Proxy votes are not permitted at any time.

ARTICLE VII - Meetings of Members

Section 1. *Annual Meeting.*

The annual meeting of the members of the club is held within the third week of November of each year. The Board of Directors will fix the exact date and place of the meeting at least thirty (30) days prior to that date.

Section 2. *Regular Meetings.*

Regular meetings are held on the third Tuesday of each month. Notice of monthly meeting starting time and place are to be posted by mail or electronically to every member at least seven (7) days prior to such meeting.

Section 3. *Special Meetings.*

Special meetings of the members of the club may be called by the President or by written request of a majority of the members of the Board of Directors at any time, and must be called by the President upon written request signed by ten (10) percent of the members in good standing. Notice of special meetings, stating time and place and object of the meeting, must be posted by mail or electronically by the Secretary at least

ten (10) days prior to such meetings. The business transacted by such meetings shall be limited to the objects specifically stated in the notice thereof.

Section 4. Quorum.

To constitute a quorum at any meeting of the members of the club, there must be present at least ten (10) percent of the membership, but in no case shall more than fifteen (15) members be required to be present.

Section 5. Voting.

At all meetings of the members of the club, all questions (except all such questions the manner of which is regulated by law) shall be decided by a voice vote of all the members present in person, provided that any qualified voter may demand vote by ballot, in which event it shall be taken immediately. Each paid-up member in good standing is entitled to one vote cast in person.

Section 6. Order of Business.

At all regular meetings of the members of the club the order of business shall be:

- Roll call
- Reading of the minutes of the last regular meeting
- Reading of the minutes of the last board meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the President
- Membership applications
- Report of the committees
- Good and Welfare of the Club
- Unfinished business
- New business
- Election of officers and directors (at the Annual meeting only)

The order of business may be suspended by consent of a majority of the members present.

Section 7. Conduct of Business.

In case of dispute, all parliamentary procedure in conducting the business of the club, not herein specifically provided for, shall follow the rules of Robert's Rules of Order.

ARTICLE VIII - Amendments of Bylaws

Section 1. Bylaws.

The Bylaws may be amended, altered, or repealed by two-thirds (2/3) vote of the

regular members present in person at any meeting or at a special meeting of the members called for that specific purpose, provided, however, that all proposed amendments shall be filed with the Secretary at least thirty (30) days in advance of the meeting at which said amendment(s) are to be considered. A copy of same, together with a notice of the meeting, must be posted by mail or electronically to each regular member at least twenty (20) days in advance of said meeting.

Section 2. *Standing Rules.*

Standing Rules covering club policy shall be adopted from time to time as desired by the members. A majority vote at a regular meeting will decide such rules.

ARTICLE IX - Dissolution

The club may be dissolved at any time by the written consent of two-thirds (2/3) of the regular members and a resolution of the club adopted by a majority vote at a meeting called for that purpose. In such cases, after payment of all just debts and liabilities of the club, its assets and property shall be donated to a registered charitable institution.