

HEART OF MINNESOTA GREAT DANE CLUB, INC. Constitution & By-Laws

Constitution

Article I

Name and Objectives

SECTION 1. The name of the Club shall be the Heart of Minnesota Great Dane Club, Inc., hereinafter referred to as the Club.

SECTION 2. The objectives of the Club shall be:

- A. To encourage and promote quality in the breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection.
- B. To encourage the membership to a lifetime responsibility for their Great Danes, their Dane's offspring, and the education of others, as all are necessary for the protection and advancement of the breed.
- C. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Great Danes shall be judged and to encourage the study of the standard by breeders, judges, dog show committees and others interested in the advancement of the breed.
- D. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials and obedience trials.
- E. To conduct sanctioned matches, specialty shows and performance events under the rules of the American Kennel Club, and to generate publicity on any matter affecting the welfare of the breed.
- F. To encourage dedication to the health and welfare of the breed.
- G. To encourage the participation in a rescue program in our area.
- H. To disseminate and promote the ideals and objectives of the Great Dane Club of America (GDCA) Charitable Trust.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club 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 by-laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I Membership

SECTION 1. There shall be five (5) classes of membership open to persons in good standing with the American Kennel Club who subscribe to the purposes of the Club, provided such persons, or any member of their immediate family, own or have owned a Great Dane. 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.

- A. Regular Members. Any person eighteen (18) years of age or older in good standing with the American Kennel Club may make application for regular membership in the Club.
- B. Junior Members. Any person between the ages of ten (10) and seventeen (17) inclusive may make application for junior membership provided he/she is an active participant in breed-related activities, is in good standing with the American Kennel Club, and presents the breed in a positive manner.
- C. Associate Members. Any person eighteen (18) years of age or older in good standing with the American Kennel Club may make application for associate membership in the Club. Associate members have all of the rights and privileges of a Regular member, except that they may not vote or hold office. An Associate member may request a status change to a Regular member at any time by sending the request and appropriate dues to the Club Secretary.
- D. Lifetime Membership. Lifetime membership may be conferred only upon a person who has been a dues-paying Regular member for twenty-five (25) consecutive years. A lifetime member has all of the rights and privileges of a Regular member but shall be exempt from paying annual dues.
- E. Honorary Membership. 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 and shall enjoy all the privileges of the Club, except that they may not vote or hold office. A member so honored may maintain Regular or Associate membership status by paying the appropriate annual dues.

SECTION 2. Election to Membership

A. Regular, Junior and Associate

1. a. Each applicant for membership shall apply in writing, directed to the Membership Chair, on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Club's Constitution and By-Laws, the GDCA Breeder's Code of Ethics, and the rules of the American Kennel Club, and is cognizant of the GDCA Breeder's Color Code.

b. Any person elected to Junior membership shall not have the right to vote or hold office, but shall be entitled to all other privileges of the Club and of the membership therein. Any Junior member, having reached his/her eighteenth (18th) birthday, shall automatically become a Regular or Associate member at that time. The following year, this member must pay the appropriate dues for a Regular or Associate member.
2. Each application shall be accompanied by a check payable to the Club in the appropriate dues amount and the appropriate application fee, as specified on the application form. The application shall be signed by two (2) sponsors, both of whom shall be Regular, Associate, or Lifetime members in good standing with the Club for a minimum of one (1) year. Both sponsoring members shall be personally acquainted with the applicant prior to the date of application. Each application shall be accompanied by a supporting letter from at least one sponsor and by a letter from the applicant stating why he/she would like become a member of the Club.
3. An applicant shall not be required to have attended any club meetings.
4. Upon receipt of any application, all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club.
5. The application for membership along with all supporting letters shall be referred to the general membership at the next scheduled Club meeting. After the applicant's name is presented to the general membership, it shall be published twice in the club's monthly newsletter. At the next club meeting following the applicant's second publication, his/her application will be voted upon and affirmative votes of two-thirds (2/3) of the members present and voting by secret ballot shall be required to elect the applicant. If an applicant receives a negative vote from the Club, the application will be put on hold. The club Secretary will invite the applicant to the next regular meeting and the applicant will be allowed to discuss with the general membership any concerns which caused the negative vote. If the applicant does not accept this invitation, the negative vote shall stand. If the applicant does accept the invitation, his/her application will be voted on again at the next regular meeting following the meeting at which the discussion is held. If the applicant is voted down for a second time, he/she can reapply for membership one year after the negative vote.

6. Any applicant receiving a negative vote shall be refunded all dues paid within thirty (30) days of such negative vote. Application fees will be forfeited.
 7. Any person elected to Regular membership shall have full privileges of the Club, including the right to vote and hold office, providing his/her dues are paid in full, except that no member shall have the right to vote for the election of officers until thirty (30) days after his/her election to membership.
 8. Any person elected an Associate member shall not have the right to vote or to hold office, but shall be entitled to all other privileges of the Club and of the membership therein.
- B. Lifetime. Any member who has paid dues for twenty-five (25) consecutive years will automatically become a Lifetime member and no longer will be required to pay annual dues.
- C. Honorary. Prospective Honorary Members shall be presented to the Club's General Membership for approval.

SECTION 3. Dues. All dues are subject to change provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year. An annual dues increase cannot exceed five dollars (\$5.00).

- A. Regular Members
1. Membership dues shall be determined annually at the Club's annual meeting in December. If a vote is taken to change the dues amount, the change will become effective in the fiscal year beginning in the following December. During the month of November, the Treasurer shall send to each member a statement of his/her dues for the ensuing year. Membership dues are due and payable on January 1st of each year.
 2. Any person elected to Regular membership after October 1st shall be considered fully paid for the following year.
- B. Junior Members. The annual dues for Junior members shall be one-half (1/2) of the Regular membership dues, payable on or before the first day of January of each year.
- C. Associate Members. The annual dues for Associate members shall be two-thirds (2/3) of the Regular membership dues, payable on or before the first day of January of each year.
- D. Lifetime Members. Lifetime members are exempt from dues and application fees as provided in Article 1, Section 1D of these by-laws.

- E. Honorary Members. Honorary members are exempt from dues and application fees as provided in Article 1, Section 1E of these by-laws.

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

- A. By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- B. By lapsing. Membership shall be considered lapsed and automatically terminated if a member's dues remain unpaid after March 1st of any fiscal year (December 1 – November 30). The Board of Directors may grant an additional grace period (not to exceed sixty (60) days) to such delinquent members in meritorious cases as long as said member personally contacts, in writing, the Treasurer or the Board of Directors for an extension period prior to the March 1st deadline. Voting by the Board of Directors must be by majority vote. In no case may a person be entitled to vote on any club business whose dues are unpaid as of the date of that vote. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of the Club.
- C. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- D. By permanent denial of privileges by the American Kennel Club.
- E. By permanent denial of privileges by the Great Dane Club of America.

ARTICLE II: Meetings and Voting.

SECTION 1. Regular Club Meetings. Regular meetings of the club shall be held at least 6 times a year within the greater Minneapolis/St. Paul, MN area at such hour and place as designated by the Board of Directors. Written notice of each such meeting shall be sent to each member 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the club's Regular members in good standing. Teleconferencing will be allowed at all membership meetings except the annual meeting & at the Board of Directors meetings. Business may be conducted by teleconference with any action or vote taken by teleconference, must be subject to ratification by mail within 10 days.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by at least five (5) members of the club who are in good standing. Such meetings shall be held within the greater Minneapolis/St. Paul, MN area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of

the Regular members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held immediately prior to any regular club meeting if so called by the club President. Written notice of each such meeting shall be sent by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board members.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the club President; and shall be called by the Secretary upon receipt of a written request signed by at least 3 members of the Board. Such special meetings shall be held in the greater Minneapolis/St. Paul MN area at such place, date, and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Annual Meeting. The annual meeting will be the regular meeting of the Club held during the month of December. The election of officers will take place at the Annual meeting. The Treasurer will present an annual financial statement at the Annual meeting.

SECTION 6. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he/she is present. All voting must be in person and proxy voting will not be permitted at any club meeting or election.

SECTION 7. E-mail Notification. The club may send members notification of club meetings, and Board members notification of Board meetings, via e-mail provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification not be received or be received late by the member or Board member due to circumstances beyond the Club's control.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors.

- A. The Board of Directors shall be comprised of the officers of the Club, including the Delegate to the Great Dane Club of America, Inc., and six (6) Directors to be elected by the membership.
- B. The six (6) elected Directors shall be elected for a term of three (3) years on a staggered basis with two (2) new Directors elected at each annual election.
- C. The Board of Directors shall be vested with the authority and responsibility for the general management of the Club's property and affairs, so far as this delegation of authority is consistent with the laws of the State of Minnesota, the Club's Charter, and the Club's Constitution and By-Laws.

SECTION 2. Officers. The Club's officers shall consist of:

- A. President
- B. First Vice-President
- C. Second Vice-President
- D. Secretary
- E. Treasurer
- F. GDCA Affiliate Club Delegate

The Club's officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. No member shall hold more than one office. Each officer shall be a Regular or Lifetime member and shall be elected by the voting membership at the Club's Annual Meeting, and shall hold office for a period of one (1) year or until his/her successor is duly elected and qualified, with the exception of the GDCA Affiliate Club Delegate, who shall hold office for a period of two (2) years.

- A. President.
 - 1. The President, when present, shall preside at all meetings of the membership and of the Board of Directors.
 - 2. The President shall be an ex-officio member of all committees except the Nominating Committee.
 - 3. The President shall not serve more than two consecutive terms.
- B. First Vice-President. In the absence of the President, the First Vice-President shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.
- C. Second Vice-President. In the absence of the President and First Vice-President, the Second Vice-President shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.
- D. Secretary.
 - 1. The Secretary shall have charge of the correspondence, files, notices and notifications to members; shall keep a roll of the members with their addresses; shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors in books provided for that purpose (which books shall be open at all reasonable times to the inspection of any Regular member of the Club); and shall carry out such other duties as are prescribed in these by-laws.
 - 2. The Secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate.

E. Treasurer.

1. 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. The Treasurer shall pay all bills in a timely manner providing there is:
 - a. A document describing what is being paid
 - b. Proof of performance
 - c. Approval from the officer, director or committee chairperson responsible for approving the bill.
2. The Treasurer shall perform such other duties and have such other powers as may be delegated by the Board of Directors from time to time, and shall be bonded in such amount as the Board of Directors may determine, the cost of such bonding to be paid by the Club.
3. The Club's books shall be open at all reasonable times to the inspection of any member of the Club's Board of Directors. The Club President, with the approval of the Board of Directors, can call for an audit of the Club's books.
4. At each year's Annual meeting, the Treasure shall render an accounting of all monies received and expended during the previous fiscal year.

F. GDCA Affiliate Club Delegate

1. The GDCA Affiliate Club Delegate shall be the liaison between the Heart of Minnesota Great Dane Club, Inc. and the Great Dane Club of America Affiliate Club Representative.
2. The GDCA Affiliate Club Delegate shall attend all meetings of the GDCA Affiliate Club Delegates Committee and shall report to the general membership the minutes of such meetings.
3. The GDCA Affiliate Club Delegate shall be elected to serve a term of two (2) years.

SECTION 3. APPOINTMENTS. One (1) or more person(s) may be appointed by the President or the Board of Directors to assist the officers listed above in the performance of their duties.

SECTION 4. Vacancies. Any vacancies occurring on the Board of Directors or among the officers during the year 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 First Vice-President, and the resulting vacancy in the office of the First Vice-President shall be filled automatically by the Second Vice-President, and the resulting vacancy in the office of the Second Vice-President shall be filled by the Board of Directors.

ARTICLE IV
Committees

SECTION 1. Standing Committees

The Board of Directors may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual awards, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.

Standing Committees may include, but need not be limited to, the following:

- A. Show
- B. Awards
- C. Program & Education
- D. Membership
- E. Judges Selection
- F. Rescue
- G. Web Site

SECTION 2. Special Committees.

Special committees may also be appointed by the Board to aid it on particular projects. Such committees shall always be subject to the final authority of the Board.

SECTION 3. Committee Appointments

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

ARTICLE V:

Club Year, Voting, Nominations and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first (1st) day of December and end on the thirtieth (30th) day of November.

The Club's official year shall begin immediately upon the conclusion of the annual meeting and shall continue through the next annual meeting. The elected officers and directors shall take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after such annual meeting.

All Regular and Lifetime members may vote in the annual election.

SECTION 2. Voting

- A. At all meetings of the membership, each member present at the meeting shall be entitled to one (1) vote.
- B. Voting shall be limited to those Regular and Lifetime members who are members in good standing of the Club.
- C. Voting by proxy shall not be permitted.

SECTION 3. Annual Elections. The annual election of Officers and Directors shall be conducted by secret ballot at the Club's annual meeting.

SECTION 4. Nominations and Ballots.

- A. The President, on or before August 1st of each year, shall designate five (5) Regular or Lifetime members of the Club to constitute a Nominating Committee. No member of the Club shall be eligible to serve on the Nominating Committee unless he/she shall have been a member in good standing for at least one (1) year. In addition thereto, no member shall be eligible to serve on the Nominating Committee if he/she is then an Officer or Director eligible for reelection. The President shall name the Chairman of the Nominating Committee.
- B. It shall be the duty of the Nominating Committee to nominate candidates for the offices and board positions to be filled at the next annual election. The Nominating Committee may nominate any Regular or Lifetime member in good standing. The Nominating Committee may not nominate one of its members for office.
- C. The Nominating Committee shall report its slate of nominees in writing to the Secretary on or before October 1st.
- D. The Secretary shall report the slate of proposed officers and directors to the general membership at the October meeting.
- E. Any Regular or Lifetime member in good standing with the Club for a minimum of one (1) year whose name does not appear upon the slate submitted to the Secretary by the Nominating Committee shall be eligible for nomination under the following circumstances:
 - 1. If his/her name is proposed in writing by a voting member in good standing, and endorsed by at least five (5) other voting members in good standing, with the written consent or signature of the candidate, Such endorsement shall be sent by certified mail with return receipt or delivered by hand to the Secretary and the President of the Club on or before the November meeting.

2. If the nomination is made in person by a voting member in good standing at the November club meeting and the person nominated accepts the nomination.
 3. No voting member may nominate or endorse an alternate candidate unless he/she has been in good standing with the Club for at least one (1) year.
- F. If no valid additional nominations are received by the Secretary and President on or before the November meeting and no additional nominations are made at the November meeting, the Nominating Committee's slate shall be declared elected at the time of the Annual meeting and no ballot shall be required.
 - G. In the event additional nominations are made, immediately following the November meeting, the Secretary shall send each Regular and Lifetime member of the Club the name(s) of the candidate(s) so named or proposed, and a vote by secret ballot will be taken at the annual meeting in December.
 - H. No nominations shall be made from the floor at the Annual meeting of the Club. If a nominee, at the time of the election, is unable to serve, the resulting vacancy shall be filled by the newly elected Board.

ARTICLE VI.

Discipline of Members

SECTION 1. Any member who is suspended from the privileges of the American Kennel Club and/or The Great Dane Club of America shall be automatically suspended from the privileges of the Club for a like period.

SECTION 2. Hearing Committees. In general, disciplinary matters shall be handled by the Board of Directors. If necessary, a three person hearing committee comprised of members of the Board shall be available to sit and hear any given case. If the Board has determined that a hearing committee is necessary, all Board functions described in Sections 5-7 shall be assumed by the hearing committee.

SECTION 3. Charges. Any club member may prefer charges against another club member.

SECTION 4. Nature of Charges. Any action or behavior which, by commission or omission, discredits or tends to discredit or otherwise injure the Club or the breed, or which tends to or may tend to disrupt and disorganize the Club, or which is inconsistent with the effective carrying out of the purposes of the Club.

SECTION 5. Filing Charges. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of one hundred (\$100.00) dollars, which shall be forfeited if the charges are not sustained. 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 the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, return receipt requested, together with a notice of the hearing date and an assurance that the defendant may personally appear in his/her own defense and may bring witnesses if he/she so wishes. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.

SECTION 6. Findings. A majority vote of the Board or hearing committee 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 defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to a meeting of the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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 7. 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 6 of this Article. Such proceedings may occur at a regular or special meeting of the Club, to be held within sixty (60) days, but not earlier than thirty (30) days, after the date of Board's recommendation of expulsion. 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 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 two-thirds (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.

ARTICLE VII 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 (20%) per cent of the voting membership (Regular and Lifetime) in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership within three (3) months of the date when the Secretary received the petition. If the amendment is approved by the general membership, the amendment will be sent to the Constitution and By-Laws Committee of the Great Dane Club of America, Inc. for final approval.

SECTION 2. No amendment to the Constitution and By-laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the Great Dane Club of America, Inc.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of its membership. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by the 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 a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE IX

Order of Business

SECTION 1. At meetings of the Club the order of business, so far as the character or nature of the meeting may permit shall be as follows:

- A. Roll Call
- B. Minutes of Last Meeting
- C. Report of President
- D. Report of Secretary
- E. Report of Treasurer
- F. Report of GDCA Affiliate Club Delegate
- G. Report of Committees
- H. Election of Officers and Board (at annual meeting)
- I. Election of New Members
- J. Unfinished Business
- K. New Business
- L. Adjournment

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

- A. Minutes of Last Meeting
- B. Report of the Secretary
- C. Report of the Treasurer
- D. Reports of Committees
- E. Unfinished Business
- F. New Business
- G. Adjournment

ARTICLE X

SECTION 1. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this is in conflict with the requirements of the club's Constitution and By-laws, in which case the Constitution and By-laws shall take precedence.