

# **BY-LAWS OF THE GERMAN SHEPHERD DOG CLUB OF AMERICA, INC.**

Approved by AKC – October 2024

## **ARTICLE I: NAME AND OBJECTS**

**SECTION 1. Name.** The name of the Club shall be: "THE GERMAN SHEPHERD DOG CLUB OF AMERICA, INC."

**SECTION 2. Objects.** The Objects of the Club shall be:

- (a) To encourage, promote, and improve the breeding of quality purebred German Shepherd Dogs, to educate the fancy, and to do all possible to bring the natural qualities of the German Shepherd Dog to perfection;
- (b) To urge members and breeders to accept that standard of the breed, as approved by the American Kennel Club, as the only standard of excellence by which the German Shepherd Dog shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at all times;
- (d) To aid with every possible means in demonstrating the German Shepherd Dog's ability as a companion, military, police, drug and explosive detection, security, herding, search and rescue dog, therapy/assistance dog, and guide dog for the blind;
- (e) To conduct sanctioned matches, specialty shows, companion and performance tests and trials and any other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club;
- (f) To publish literature and periodicals in the interest of the German Shepherd Dog; and
- (g) To act as a member club, and/or the United States German Shepherd Dog breed parent club representative in international organizations for the German Shepherd Dog, and coordinate related activities for breed education, and participation in conformation and performance events, evaluations and other events held in the United States under the auspices of those international organizations.

**SECTION 3. Non-Profit Status.** The Club shall not be conducted or operated for a 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. The Club is a Federal Income Tax exempt organization operating under Section 501(c)(7) of the Internal Revenue Code.

**SECTION 4. By-laws Revisions.** 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 objects.

## **ARTICLE II: MEMBERSHIP AND ELIGIBILITY**

**SECTION 1. Membership.** There shall be four (4) types of memberships in an unlimited number; a Regular Membership, a Junior Membership, a Lifetime Membership, and one or more Limited Memberships approved by the Board of Directors of the Club in accordance with this Section.

(a) Regular Membership: To be eligible, a person must be eighteen (18) years of age or older, in good standing with the American Kennel Club and shall subscribe to the Objects of the Club, and that if accepted, shall abide by the Club's By-Laws, the Club's Membership Code of Conduct and the rules and regulations of the American Kennel Club. Regular Memberships also may include family membership packages approved by the Board of Directors, with no more than one vote per adult member and that otherwise comply with this subsection.

(b) Junior Membership: To be eligible, a person must be between 9 and 17 years of age and shall subscribe to the Objects of the Club. Junior members cannot vote or hold office. Junior members cannot serve on committees other than junior committees. On their eighteenth (18<sup>th</sup>) birthday, a Junior Member is eligible to become a Regular Member of the Club with all rights and privileges of Regular Membership. Junior Members who wish to become Regular Members of the Club on or after their eighteenth (18<sup>th</sup>) birthday may do so by complying with procedures, if any, established by the Board and the payment of applicable dues, without the need to comply with the application procedures otherwise required for applicants for Regular Membership.

(c) Lifetime Membership: Regular members who have had a continuous membership of 40 years may be designated Lifetime members. Lifetime members pay no dues but are eligible to vote and hold office. Lifetime Membership shall include an on-line subscription to the German Shepherd Dog Review or any substitute publication, but a Lifetime Member may elect to pay for a printed subscription to the Review, at a price determined by the Board of Directors, so long as the Club otherwise continues to provide subscriptions to a printed version of the Review or a substitute publication.

(d) Limited Memberships: From time to time, the Board of Directors of the Club may create additional types of limited memberships in the Club. Limited memberships shall have names, purposes, rights, restrictions and other characteristics designated by the Board of Directors, provided, that: (1) Limited Memberships shall be non-voting (unless voting privileges only relate to the same type of Limited Membership); (2) Limited Members shall not be eligible to be elected or appointed to any officer or director position of the Club, other than those, if any, created specifically for purposes of the category of Limited Membership; (3) Limited Members may not attend or participate in any Annual or Special Meetings of the Club, or any regular or special meetings of the Board of Directors of the Club (unless invited as guests at the direction of the Board of Directors of the Club); (4) no Limited Membership shall constitute membership for purposes of qualifying for Club awards and titles, or for participation in events, for which a Regular Membership or Lifetime Membership is required; and (5) Limited Memberships shall not include a printed or on-line subscription to the German Shepherd Dog Review or any substitute publication.

**SECTION 2. Dues.** A Members' dues shall be paid one year in advance and shall be payable on or before the Member's renewal date. A member's renewal date shall be (1) the first day of January of each year for members whose membership is on a calendar year cycle, or (2) the last day of the month that a member is elected to membership. The amount of the Club's annual dues shall be established by the Board and in no event shall the dues for regular members exceed \$100 each year unless otherwise changed by the Board. No member shall be entitled to vote on any Club business unless his/her dues have been paid by the member's renewal date.

### **SECTION 3. Application for and Election to Membership.**

(a) Each applicant for membership shall apply on a form authorized by the Board. This form shall provide that the applicant agrees to abide by the By-Laws of the Club and by the rules of the American Kennel Club. The prospective member shall submit payment for a full year's dues with his/her application to the Club to the Membership Chairperson. Each application shall be endorsed by two Regular or Lifetime members of the GSDCA, in

a manner prescribed by the Board. No endorsements are required for an applicant who was previously a Regular or Lifetime member of the Club, unless the applicant's previous membership was not in good standing, or his/her previous membership was terminated in accordance with these By-laws. The applicant will be notified that his/her application has been received within thirty (30) days of its receipt, together with a link to, or an electronic copy of, these By-Laws and the Standard of the German Shepherd Dog.

(b) The names of applicants shall be published to Regular and Lifetime Members of the Club for at least thirty (30) days, as soon as practicable after the receipt of their application. Publication shall be made by periodic posting (not more frequently than monthly) of lists of applicants' names in the Member's section of the GSDCA website, and/or by periodically sending lists (or links to the lists) of the names of applicants to Regular and Lifetime Members via email or another electronic method authorized by the Board of Directors, or by periodically publishing lists of the names of applicants in The German Shepherd Dog Review ("Review"). If publication is made by posting on the GSDCA website or by electronic transmission the publication date for an applicant will be the date of posting of the applicable list on the website, or the date of transmission of the applicable list (or link) by email or other electronic means. If publication is made in the Review, the publication date for an applicant will be the date of the 2nd class mailing of the Review containing the name of the applicant. Regular and Lifetime Members will have thirty (30) days from the date of publication of an applicant's name to submit, to the Membership Chairperson, any objections to an applicant's membership. Objections must be submitted in writing to the Membership Chairperson in the manner described in the publication, must detail the reasons for the objection to the applicant, and be signed by the person(s) objecting to the applicant's membership. Objections may be delivered by mail, or by courier service, or by email or other electronic transmission of a copy of the written objection, or by electronic transmission of a digitally signed document. The date of receipt of an objection shall be no later than seven (7) days following the stamped postmarked date of an objection sent by mail, or the date of receipt of an objection received by any other method.

(c) As soon as practicable after the thirty (30) day objection period for any list of applicants has expired, the Membership Chairperson shall prepare a report for the Board of Directors. One section of the report shall list the names of all applicants who have been endorsed as required by these By-laws and as to whom no objections to the applicable applicants have been received by the Membership Chairperson. A separate portion of the report shall list the names of any applicants who have been endorsed by two endorsers as required by these By-laws, but as to whom the Membership Chairperson has received objections during the objection period, together with information regarding the nature of the objections to each applicant and other information, if any, the Membership Chairperson has received, collected or obtained regarding the objections. A third portion of the report shall list any members whose election was deferred because of previous objections, and as to whom the Membership Chairperson has completed an investigation of the objections (including any specific inquiries requested by the Board).

(d) At a Regular or special meeting of the Board of Directors (or by action by the Board of Directors in lieu of a meeting taken in accordance with the law of the State of New York) the Board shall vote whether to elect applicants to membership of the Club. If no written objections have been filed with respect to an applicant, an affirmative vote of at least a majority of the officers and directors present at a meeting with a quorum shall be required for an applicant to be elected to membership. If one or more objections have been filed with respect to an applicant, an affirmative vote of at least two-thirds (2/3ds) of the officers and directors present at a meeting of the Board with a quorum shall be required for an applicant to be elected to membership. If one or more objections have been filed with respect to an applicant, the Board may defer the election of an applicant pending expeditious investigation by the Membership Chairperson and a report of the results of the investigation in a future report of the Membership Chairperson. The investigation of the objections of a deferred applicant shall be completed by the Membership

Chairperson as soon as practicable following the deferral of a vote to elect an applicant. Votes on membership applications shall be secret.

(e) Each member of the Board, and the Board, collectively, has absolute discretion whether to vote for or against the election of an applicant to membership in the Club, regardless of whether objections to the applicant's membership have been received or whether an applicant has previously been a member of the Club. Neither the submission of an application, nor the fact that no objections to a person's application has been received creates a right of any applicant to be elected to membership in the Club. An applicant who has not been elected to membership by the Board, pursuant to a vote taken after the Membership Chairperson has completed and reported the results of an investigation (including any specific inquiries requested by the Board) or otherwise, may be presented for membership by one of the applicant's endorsers at the next Annual Meeting of the Club. The Club may elect such an applicant to membership by a favorable vote of 75% of the Regular and Lifetime members present for the vote. Applicants for membership who have not been elected may not reapply until twelve (12) months after the later of the vote by the Board of Directors or the Regular and Lifetime members at an Annual Meeting of the Club, as applicable.

(f) As soon as practicable following election to membership by a vote of the Board of Directors (or, if applicable, the members of the Club) each applicant will be sent an email notification from the Corresponding Secretary or the Membership Chairperson granting the applicant all privileges of the Club, including the right to vote, and each applicant shall receive physical or electronic copies of a membership card (or be assigned a membership number if the use of membership cards is discontinued by the Board), together with a link to, or an electronic copy of, these By-Laws and the Standard of the German Shepherd Dog.

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

(a) By resigning. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary. A member's resignation will not terminate any financial or other obligations owed to the Club. Financial obligations will be considered a debt to the Club.

(b) By lapsing. A member's membership is considered lapsed if he/she has failed to pay his/her dues for any year by his/her renewal date. In no case may a person whose dues are unpaid as of the date of a Club meeting be entitled to vote at a meeting. A membership will be considered as lapsed and automatically terminated if the member's dues remain unpaid ninety (90) days after the member's renewal date; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. Members paying during the grace period will retain the continuity of their membership but are not entitled to receive past Reviews. The Board may also institute procedures for individuals whose memberships have lapsed within specified periods, not exceeding 1 (one) year, to be re-instated, with or without continuity for other purposes of the Club.

(c) By expulsion. Membership may be terminated by expulsion as provided in Article VII of these By-Laws.

**SECTION 5. Good Standing.** A member in good standing is one whose dues are paid and who is not under suspension by the Club or the American Kennel Club.

## **ARTICLE III: MEETINGS**

### **SECTION 1. Annual Meeting.**

(a) The Annual Meeting of the Club shall be held in the month of September, October or November in conjunction with the National Specialty, or within 14 days following the National specialty if the Board determines that the Annual Meeting of the Club will be held entirely by electronic communication in accordance with paragraph (b) of this Section. The time and location are to be designated by the Board. Written notice of the Annual Meeting shall be mailed or sent by email, or in any manner prescribed by the laws of the State of New York, to members of the Club by the Corresponding Secretary at least ninety (90) days prior to such meeting. The quorum for such meeting shall be [three] [ten] [20] percent [(3%)] [(10%)] [(20%)], or two hundred (200), of the membership in good standing, whichever is the lesser.

(b) The Board of Directors may determine that the Annual Meeting of the Club (or a Special Meeting of the Club held in accordance with Section 3 of this Article) be held partially or solely by means of electronic communication. The electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of this article if a meeting is held solely by means of electronic communication. Annual or Special Meetings of the members of the Club conducted partially or solely by means of electronic communications in reliance upon this paragraph and any member's electronic participation in such meetings shall be subject to those guidelines and procedures as the Board adopts, provided the Board shall implement reasonable measures to:

- (1) verify that each person participating electronically is a member;
- (2) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the members, and to see, read or hear the proceedings of the meeting concurrently with those proceedings; and
- (3) assure that votes required to be conducted by secret ballot are conducted by secret ballot, and record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

(c) Except for the election of an applicant for membership pursuant to Section 3 of Article II, or the expulsion of a member pursuant to Section 5 of Article VII, or if otherwise required pursuant to these By-laws, whenever any action is taken by a vote at an Annual or Special Meeting of the Club, it shall be authorized by a majority of the votes cast at such Annual or Special Meeting by the Regular Members and Lifetime Members entitled to vote thereon, provided, that (1) the affirmative votes cast in favor of any such action shall be at least equal to the quorum, and (2) the affirmative votes cast in favor of such action shall be at least equal to 20% of the Regular Members and Lifetime Members of the Club. Blank votes or abstentions shall not be counted in the number of votes cast. If the affirmative votes cast in favor of such action is at least equal to the quorum, but less than 20% of the Regular Members and Lifetime Members of the Club, the Board shall submit the action to a ballot of the Regular Members and Lifetime Members of the Club.

The Board shall submit the matter to a vote of the members on the next ballot of the members, but not later than the next ballot for the annual election of Officers and Directors of the Club. The matter required to be submitted to balloting must be the same content and in the same form as the matter that was voted on by the members at the applicable Annual or Special Meeting of the Club, but the ballot may also include an alternative proposal on the same matter approved by a majority of the Board. The matter included on a ballot pursuant to this paragraph shall be authorized by a majority of the votes cast on the ballot by the Regular Members and Lifetime Members

entitled to vote thereon, or a plurality of the votes cast if the ballot includes an alternative Board proposal. Blank votes or abstentions shall not be counted in the number of votes cast.

**SECTION 2. Order of Business.** At the Annual Meeting, the order of business, so far as the character and 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 Secretaries
- (e) Report of Treasurer
- (f) Report of Committees
- (g) Announcement of New Officers and Directors
- (h) Membership Application Review
- (i) Unfinished Business
- (j) New Business
- (k) Adjournment

**SECTION 3. Special Meetings of the Club.** A Special Meeting of the Club shall be called by the President, or by a majority vote of the officers and directors who are present at a meeting of the Board, or by a majority of the Board who vote for such meeting by mail and/or email, or in any manner prescribed or permitted by the laws of the State of New York.

(a) Special meetings of the Club called by the President or by a majority vote of the Board shall be held within forty-five (45) days of such call.

(b) A Special Meeting of the Club shall be called by the Corresponding Secretary upon receipt of a petition signed (including by verifiable electronic means) by two hundred (200) members of the Club who are in good standing, such meeting to be held within forty-five (45) days of the receipt of the petition. All such meetings shall be held at a time and place designated by the Board, which may be held partially or solely by means of electronic communication in accordance with Section 3 of this Article. Notice of such meeting shall be delivered by mail and/or email, or in any manner prescribed or permitted by the laws of the State of New York, by the Corresponding Secretary to the membership at least fourteen (14) days, and no more than twenty-five (25) days, prior to the meeting. The notice of such meeting shall state the purpose or purposes of the meeting, and no other Club business may be transacted. The quorum for such meeting is one hundred fifty (150) Regular and Lifetime members of the Club in good standing. The determination of whether matters are approved at a Special Meeting of the Club shall be done in accordance with Section 3 of this Article.

**SECTION 4. Regular Board Meetings.** Regular meetings of the Board shall be held on the last full weekend of January, April, and July and either during the National Specialty, or within 14 days following, the National Specialty. In the event of an emergency, the Board may change the date of the meeting by an affirmative vote of three-fourths (3/4) of the Board. Notice of the dates and locations of such meetings shall be delivered by mail and/or email, or by any other manner prescribed or permitted by the laws of the State of New York, by the Corresponding Secretary to each member of the Board at least twenty (20) days prior to the date of the meeting. A quorum for all Board Meetings shall be a majority of the Board.

Meetings are defined as gatherings where attendees see and/or hear each other. This includes a meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference (including disciplinary hearings) or by any method or combination of methods permitted by the law of the State of New York.

For Board meetings (including disciplinary hearings) to be conducted by video conference or teleconference or other electronic methods permitted by the law of the State of New York:

1. every board member must be able to hear each other simultaneously and be provided with the means to participate in all matters before the board, including without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board; and
2. a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;

**SECTION 5. Order of Business.** At regular meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- (a) Reading of the Minutes of the Last Meeting
- (b) Report of Secretaries
- (c) Report of Treasurer
- (d) Report of President
- (e) Report of Committees
- (f) Unfinished Business
- (g) Election of New Members  
(as a group and as to whom no objections have been received after publication of names)
- (h) New Business
- (i) Adjournment

**SECTION 6. Conduct of Business by Mail or Email.** The Board may conduct its business by mail and/or email in accordance with AKC policy and/or in any manner prescribed or permitted by the laws of the State of New York.

**SECTION 7. Special Board Meetings.** Special meetings of the Board may be called by the President at any time. Notice of such meetings shall be delivered by mail, email and/or in any manner permitted by the laws of the State of New York, by the Corresponding Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The notice shall state the purpose or purposes of the meeting.

Special meetings of the Board must be called by the President without undue delay upon a written request of two-thirds (2/3rds) of the Board stating the purpose of the desired meeting. Notice of such meeting shall be delivered by mail, email and/or in any manner permitted by the laws of the State of New York, by the Corresponding Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other business shall be transacted.

**SECTION 8. Minutes of the Meetings.** The proceedings of these meetings (annual, special, regular) shall be recorded, and the Minutes published in the Review or, at the option of the Board, in the members' only section of the Club's website with an announcement in the Review that the Minutes have been posted on the website. Such Minutes shall include the yeas and nays of all votes.

**SECTION 9. Annual Financial Report.** The Annual Financial Report of the Club shall be published in the Review or in the Members' only section of the Club's website within sixty (60) days of its delivery to the Board.

**SECTION 10. Notice of Board Meetings to Members and Right of Members to Attend Board Meetings.**

(a) Within two days following delivery of notice to members of the Board of the date of a Regular or Special Meeting of the Board in accordance with this Article III (but in any case prior to the meeting being held), notice shall be sent by email, or in any other manner permitted by the law of the State of New York, to Regular and Lifetime members of the Club by the Corresponding Secretary or his/her designee.

(b) Within two days following delivery of a final agenda to members of the Board relating to a Regular or Special Meeting of the Board in accordance with this Article III (but in any case not less than two days prior to the meeting being held), a copy of the agenda shall be sent by email, or in any other manner permitted by the law of the State of New York, to Regular and Lifetime members of the Club by the Corresponding Secretary or his/her designee.

(c) Regular members and Lifetime members of the Club shall be entitled to attend all Regular and Special meetings of the Board by video conference and/or teleconference and/or via social media platforms, or by any method or combination of methods permitted by the law of the State of New York, unless free, or reasonably low cost, means of electronic methods for member attendance cease to be available to the Club. No member shall be entitled to attend any portion of a board meeting held in executive/closed session in accordance with these By-laws. The notice and agenda required to be sent to members must include sufficient information for members to attend the relevant meeting.

**ARTICLE IV: DIRECTORS AND OFFICERS**

**SECTION 1. Board of Directors.** The Board of Directors shall be comprised of the Officers of the Club and eight (8) Directors. The Officers are elected for two-year terms. The Directors are elected for two-year terms, four (4) elected in alternating years. President and Vice President positions shall be elected on alternating years. All Officers and Directors must be members in good standing of the Club continuously during the time of their service. The general management of the Club's affairs shall be entrusted to the Board.

**SECTION 2. Officers.** The Club's Officers consist of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall serve in their respective capacities, both in regard to the Club and its meetings, and the Board and its meetings. President and Vice President positions are to be voted on in alternating years.

(a) The President shall preside at all meetings of the Club and the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws. The President shall be ex-officio, a member of all committees, standing and ad hoc, appointed from time to time by the Board, except the Nominating Committee. No person shall be eligible for nomination as President who has not served at least one (1) term as a director or other officer position.

(b) The Vice President shall have the powers and exercise the duties of the President in case of the President's, death, absence or incapacity and the Vice President shall assume the office of the President for the



un-expired term in case of the President's death, absence or incapacity or if the President is unwilling or unable to serve.

(c) The Recording Secretary, or a designee, shall be responsible for the following: to take and to record minutes of all meetings of the members and of the Board; to furnish copies of all minutes to Board members in the form prescribed by the Board; delivered by mail, email and/or any manner prescribed or permitted by the laws of the State of New York, the minutes of these meetings to the Board in a timely manner and to carry out such other duties as are prescribed in these By-Laws and/or by the Board.

(d) The Corresponding Secretary, or a designee, shall have charge of the correspondence of the Club, notify members of meetings, notify Officers and Directors of their election to office, keep a record of all votes taken by mail, email and/or any manner prescribed or permitted by the laws of the State of New York, and of all matters of which the Club orders a record to be kept, maintain a copy of the up-to-date roll of the members of the Club with their addresses and, where possible, telephone numbers and email addresses, which roll shall be sent to any member in good standing (in written or electronic form, as determined by the Board) upon written request and payment of a reasonable fee set by the Board for all persons making the request, not more than once each Club year and carry out such other duties as are prescribed in these By-Laws and/or by the Board.

(e) The Treasurer shall have a minimum of five (5) years of professional public or professional private accounting experience or similar, equivalent experience. The Treasurer, or a designee, shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a depository satisfactory to the Board, in the name of the Club. Expenditures of funds shall be made by the Treasurer under authority granted by the Board. His/her books shall at all times be open to inspection by the Board. At every meeting he/she shall report to the Board the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting he/she shall render an account of all monies received and expended by the Club during the previous fiscal year. The Treasurer or his/her designee shall maintain a roll of names, addresses and, if possible, telephone numbers and email addresses of all the members of the Club. If the Treasurer appoints a designee as provided above, such designee must be approved by the Board.

**SECTION 3. Terms of Office.** The President, Vice-President, Corresponding Secretary, Treasurer, and Recording Secretary shall each be elected for a two-year term. The Vice President and Corresponding Secretary will be elected for a two-year term in years alternate to the election of the President, Treasurer and Recording Secretary.

**SECTION 4. Vacancies.** Any vacancies occurring among the Directors of the Club shall be filled by the ladder system using the names appearing for Directors on the ballot in the most recently completed Club election in accordance with the By-Laws. Elections are completed as of the deadline for the submission of ballots for the applicable election. If no additional names, or an insufficient number of names, were on the ballot in addition to those elected, the vacancy or vacancies shall be filled by the Board. In case of a tie vote for a place on the election ballot, the Board shall break the tie.

(a) Officers' positions that become vacant after election shall be selected by the Board except for the office of President, where the Vice President would succeed. A person filling such vacancy shall serve the remaining term of the person so replaced. Officers, Board members, and Committee Chairs shall turn over all Club records to their replacement within one (1) month to ensure the continuity of the position.

(b) Board members must notify the President or the Corresponding Secretary if unable to attend a Board meeting. No Officer or Director who has more than two (2) unexcused absences during his or her current term of office shall be eligible for election to a successive term.

(c) Any vacancies occurring among Officers or Directors of the Club between the most recently completed Club election and January 1 of the year following the most recently completed Club election: (1) need not be filled by the Board if the term of the Officer or Director that would be replaced is scheduled to expire at the end of the year in which the most recently completed Club election occurs; and (2) shall be filled by the Board in accordance with paragraphs (b) or (c) of this Section 4, if the Officer or Director to be replaced had been reelected to another term of the same position, in which case the replacement Officer or Director shall serve the remainder of the expiring term, plus the term that is scheduled to commence on the January 1 following the most recently completed Club election.

**SECTION 5. Club Credentials.** Use of the Club stationery, past or present, or logos, images, and insignia of the GSDCA, Inc., by any persons other than current officers and members of the Board or anyone specifically authorized by the Board is prohibited. Also restricted is the use of such stationery, logos, images, and insignia for any purposes other than the official business of this Club. The Board may restrict the future use and/or manner of use, of Club stationery, logos, images, and insignia by any person or organization, regardless of whether prior use had been authorized.

**SECTION 6. Security Bond.** Any Officer, Director, Club member, or other person handling substantial Club funds shall furnish a security bond in such amount as may be determined by the Board the expense of such bond to be borne by the Club.

**SECTION 7. Audit.** The Board shall cause an annual audit of the Treasurer's records to be performed by a Certified Public Accounting firm.

**SECTION 8. Conflict of Interest Policy.** The Club has adopted a Conflict-of-Interest Policy regarding related party transactions or arrangements between the Club and Officers and Directors who might have private interests or other conflicts regarding the transaction or arrangement, pursuant to the requirement of provisions of the New York Non-Profit statutes.

## **ARTICLE V: THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS**

**SECTION 1. Club Year.** The Club's fiscal and official years start January 1 and end December 31. The elected Officers and Directors shall take office on the January 1 following the Annual Meeting.

**SECTION 2. Voting.** At the Annual Meeting or at a special meeting of the Club, voting shall be limited to Regular and Lifetime members in good standing who are present at the meeting, except for election of Officers and Directors, and except for amendments to the By-Laws and to the Standard for the breed, and the election of judges for annual national events conducted by or on behalf of the Club, and matters the Board is required to submit to a ballot of members under Section 1 of Article III, which shall be decided by written secret ballot cast by mail and/or by email and/or by electronic balloting by an independent firm if permitted by the laws of the State of New York and in accordance with policies of the American Kennel Club. Voting for judges and the filling of vacancies for judges for annual national events shall otherwise be conducted in accordance with procedures

adopted from time to time by the Board, which to the extent practicable as determined by the Board, shall be similar to the procedures used for the election of (and filling vacancies) for officers and directors as provided in these By-laws. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail and/or by email and/or by electronic balloting by an independent firm if permitted by the laws of the State of New York and in accordance with policies of the American Kennel Club. By a vote of 2/3 of the full Board, the Board may require that all future votes and balloting of the Club be conducted solely by electronic means and determine the procedures to implement the Board's decision, provided that the Board's decision and any related procedures do not violate applicable law of the State of New York, these By-laws and/or the rules and policies of the American Kennel Club.

### **SECTION 3. Annual Election.**

(a) The annual election of Officers and Directors shall be conducted by a ballot cast by mail and/or sent by electronic balloting by an independent firm if permitted by the Laws of the State of New York and in accordance with policies of the American Kennel Club.

(b) In order to count, a ballot must be received by the agent appointed by the Board of Directors to tabulate the results, no later than midnight of the day one (1) week preceding the Annual Meeting of the Club. A report of the results of such balloting shall be delivered in a sealed envelope to the Recording Secretary and the Corresponding Secretary by the agent, or its designee, prior to the Annual Meeting, and shall not be opened except at the Annual Meeting, in the presence of the members assembled. No ballots other than those mailed and/or sent by electronic balloting by an independent firm if permitted by the Laws of the State of New York and in accordance with policies of the American Kennel Club by the Corresponding Secretary shall count. The agent shall have been appointed in advance by the Board for the purpose of conducting the election. All ballots shall remain in the hands of the agent for a period of at least six (6) months subsequent to the election and then be destroyed. The accuracy and procedure of the agent shall be attested to by a designated auditing firm.

### **SECTION 4. Nominations and Ballots.**

(a) No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board at the January meeting. The Nominating Committee shall consist of four (4) members and four (4) alternates, none of whom shall be members of the Board or members of their immediate family or immediate household. One (1) member and one (1) alternate shall be chosen from each geographic section of the United States and its territories defined below:

Eastern Section consisting of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Maryland, Delaware, and District of Columbia, West Virginia, Virginia, North Carolina, South Carolina, Georgia, Florida, Puerto Rico

Heartland Section consisting of Michigan, Indiana, Ohio, Kentucky, Tennessee, Alabama, Mississippi, Wisconsin, Illinois

Mid-America Section consisting of Montana, Wyoming, Utah, Colorado, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana.

Western Section consisting of Washington, Oregon, California, Nevada, Arizona, New Mexico, Idaho, Alaska, and Hawaii.

(b) In addition, there shall be one (1) Board member or an alternate Board member serving as Chairperson of the Committee, both of whom shall be selected by the Board and who shall have a vote only in case of a tie. An alternate shall serve only in case a Nominating Committee member for whom he/she is an alternate is unable or unwilling to serve. The Nominating Committee shall meet by telephone conference call (or other electronic communications methods meeting the requirements for meetings by the Board), arranged by the Chairperson of the Committee. Upon completion of the balloting, each member of the Nominating Committee shall verify his/her individual vote to the Chairperson. Such verification shall be made within seventy-two (72) hours, preferably by mail and/or email, or in any manner prescribed or permitted by the laws of the State of New York and must include the signature of the Committee Member. The Nominating Committee shall nominate from among the Regular and Lifetime members of the Club in good standing who are residents of the United States and its territories, one (1) candidate for each office scheduled to be filled in the upcoming election and four (4) candidates for Directors, plus candidates for any vacancies which are to be filled. The Nominating Committee shall consider geographical representation on the Board to the extent that it is practicable. The Committee shall secure, in advance of the meeting, the written agreement of each nominee to be considered, stating he/she meets the requirements and will serve if elected. The Committee shall then submit its slate of candidates to the Corresponding Secretary, not later than one hundred twenty (120) days before the Annual Meeting. The Corresponding Secretary shall mail the list by mail and/or email, or in any manner prescribed or permitted by the laws of the State of New York, to each member of the Club not later than ninety (90) days prior to the date of the Annual Meeting. A person serving on the Nominating Committee is not eligible to be a candidate for any position in said election.

(c) Additional nominations may be made in written petition (including by verifiable electronic means), addressed to the Corresponding Secretary, and received at his/her regular address on or before sixty (60) days prior to the date of the next Annual Meeting, signed by twenty-five (25) members in good standing and accompanied by a written agreement of each such additional nominee signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) position and must meet the qualifications of subsection (a), above.

(d) If no valid additional nominations by written petition are received by the Corresponding Secretary at his/her regular address on or before sixty (60) days prior to the date of the next Annual Meeting, the Nominating Committee's slate shall be declared to have been elected, and no balloting will be required.

(e) If one or more valid additional nominations are received by the Corresponding Secretary, he/she shall mail and/or email, or any manner prescribed or permitted by the laws of the State of New York, to each Regular or Lifetime member in good standing, on or before thirty (30) days prior to the Annual Meeting, a ballot listing all of the nominees for each position in alphabetical order, together with an envelope addressed to the agent appointed to count the ballots. The envelope shall be marked "Ballot," and shall bear the name of the member by whom it was sent, so that the agent may check the credentials of such person.

(f) Balloting in accordance with these By-laws also may be done by electronic balloting using rules, technology and procedures that otherwise satisfy the requirements described for balloting by mail.

## **SECTION 5. Terms of Office.**

(a) No person shall serve for more than eight (8) full consecutive Club years, or for more than eight (8) years out of any ten (10) years on the Board.

(b) Persons excluded from nomination in sub-section (a) above shall not be eligible for nomination as a Director or Officer of the Club until such time as two (2) consecutive official Club years have elapsed since such person has last served as a Director or Officer of the Club.

(c) The President may serve only two (2) consecutive terms in such capacity.

(d) No person other than the Treasurer shall be eligible for nomination as an Officer for election unless such person has been a Regular or Lifetime member in good standing of the Club for at least seven (7) of the eight (8) years immediately preceding such election. No person shall be eligible for nomination as a Director unless such person has been a Regular or Lifetime member in good standing of the Club for at least five (5) of the six (6) years immediately preceding such election.

## **ARTICLE VI: COMMITTEES AND CHAIRPERSONS**

**SECTION 1. Appointment.** The Board may each year appoint chairpersons and standing committees to advance the work of the Club in such matters as dog shows, performance activities, companion events, trophies, annual prizes, membership, club elections, and other fields which may be well served by committees. Such chairpersons and committees shall also be subject to the final authority of the Board. Special chairpersons and committees may also be appointed by the Board.

**SECTION 2. Termination.** All appointed assignments terminate with the appointment and approval of a successor Chairperson. Any chairperson, committee or committee member appointed by the Board may be terminated by majority vote of the full membership of the Board. Written notice of such termination shall be given to the terminated chairperson, committee or committee member and the Board may appoint successors to those persons whose service has been terminated. A terminated chairperson, committee or committee member shall provide access to committee files and, if applicable, passwords and access codes to the successor chairperson within 30 days following their termination.

**SECTION 3. Executive Committee.** The Board shall elect from its own ranks an Executive Committee consisting of the President, who shall be Chairperson, and four (4) additional members. The Executive Committee shall act for, and on behalf of, the Board in the intervals between meetings of the Board. Subject to Section 5 of this article, any action taken by the Executive Committee shall remain effective until the next regular or special meeting of the Board at which time it shall be submitted to the Board for ratification.

**SECTION 4. American Kennel Club Delegate.** The American Kennel Club delegate must be a member of the German Shepherd Dog Club of America, Inc. He/she shall be appointed annually, for a period of one (1) year, with an unlimited number of terms permitted by the Board, and shall take charge of his/her office in the manner prescribed by the Board and the American Kennel Club. Among other duties the Delegate shall report to the Club all actions and matters discussed at the American Kennel Club Quarterly Delegate meetings. The American Kennel Club Delegate may be, but shall not be required to be, a member of the Board with voting privileges.

**SECTION 5. Limitation on Authority of Committees.** No committee of any kind (including the Executive Committee) shall have authority as to the following matters, which may only be taken by majority vote of the entire Board of Directors: (1) the submission to members of any action requiring members' approval under the New York Not-For-Profit Corporation Law; (2) the filling of vacancies in the Board of Directors or in any committee; (3) the fixing of compensation, if any, of the Officers or Directors for serving on the Board or on any

committee; (4) the amendment or repeal of the By-laws or the adoption of new By-laws; (5) the amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable; (6) the election or removal of Officers and Directors; (7) the approval of a merger or plan of dissolution; (8) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Club or, if there are no members entitled to vote, the authorization of such transaction; and (9) the approval of amendments to the certificate of incorporation of the Club. This Section is intended to reflect the requirements of Section 712 of the New York Not-For-Profit Corporation Law. Changes in Section 712 also shall be made to this Section, without the need for a vote to amend these By-laws.

## **ARTICLE VII: DISCIPLINE**

**SECTION 1. American Kennel Club Suspension.** Any member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from all privileges of this Club for a like period.

### **SECTION 2. Charges.**

(a) Any member may prefer charges against any other member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges, with specifications, must be filed in duplicate with the Corresponding Secretary, together with a deposit of one hundred dollars (\$100.00), either a certified check or money order, which shall be forfeited if such charges are not sustained by the Board following a hearing. If the Board refuses to entertain jurisdiction or if the charges are sustained by the findings of the Board, the deposit will be returned to the member who made said deposit.

The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. Any Board member who is in any way involved on either side of the charge or is unable to make an impersonal evaluation, should inform the Corresponding Secretary immediately and must excuse themselves from all deliberations and voting in regard to this particular disciplinary proceeding. Disciplinary hearings may be held via telephonic conference call (or other electronic communications methods meeting the requirements for meetings by the Board).

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. The Board must decide whether or not to entertain jurisdiction at the next regular or special meeting of the Board subsequent to the receipt of the charges by the Corresponding Secretary. One (1) or more members of the Board may be appointed to obtain additional information regarding the charge before the Board makes its decision. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed, it may refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a date and place (if the hearing is not to be conducted by electronic means) of a hearing not less than seven (7) weeks nor more than fourteen (14) weeks after the Board decides to entertain jurisdiction. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail, return receipt requested (or via an alternative nationally recognized delivery method that requires signature verification of delivery), together with a notice of the hearing and an assurance that the accused member may personally appear in his/her own defense and bring witnesses if he/she wishes.

The Corresponding Secretary shall at the same time, by registered mail, return receipt requested (or via an alternative nationally recognized delivery method that requires signature verification of delivery), send notice of

the hearing to the complainant along with an assurance that the complainant may personally appear and bring witnesses to attest to the charges. A copy of these By-Laws shall be included in the mailing to both the defendant and the complainant.

If the defendant fails to attend the hearing at the appointed time as directed, the hearing shall proceed without him/her. However, if the complainant, unless excused by the Board, fails to attend at the appointed time as directed, the charges against the defendant will be dropped and the complainant will forfeit his/her deposit.

(b) No ex-member of the Club who resigned from membership while charges were either in the process of being filed, or having been filed alleging misconduct and/or violations of the By-Laws, or having been found guilty of a charge made against him/her and then having his/her membership lapsed at the end of the first year or having resigned before the end of the fiscal year during which charges were entertained, may reapply for membership for a minimum period of three (3) years following the resignation or lapsing. Upon reapplication to membership, the Board, at its discretion may extend the three (3) year minimum waiting period commensurate with the severity of the original charges and reapplication may not take place for two (2) years after the last turn-down by the Board.

**SECTION 3. Board of Directors Hearing.** The hearing will be conducted either by a quorum of the Board or by a committee of not less than three (3) members of the Board. The Board or the Committee have complete authority to decide whether counsel may attend the hearing, but both the complaining member and the accused member shall be treated uniformly in this regard. If the hearing is conducted by a quorum of the Board, the Board, after hearing all the testimony presented by complainant and defendant, shall decide if the charges are sustained. If the charges are sustained, the Board will determine the disciplinary action to be taken.

If the hearing is conducted by a Committee of Board members, then those members, after hearing all the testimony presented by complainant and defendant, shall decide by a majority vote to recommend to the Board that the charges be sustained. And if they so recommend, then again by a majority vote, the Committee will determine the disciplinary action to recommend to the Board. Immediately after the Committee has reached a decision, a summary of its finding(s) and recommendation shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall immediately notify each of the remaining Board members of the Committee's findings and recommendations. Within twenty (20) days of the hearing, a quorum of the Board will consider the Committee's recommendations. The Board may decline to impose any disciplinary action or it can reduce the action but it cannot increase the disciplinary action recommended by the Committee. The Board cannot impose any disciplinary action if the Committee has found the accused not guilty.

All decisions by the Board regarding the disciplinary process will be made on a majority vote of a quorum of the Board.

Within seven (7) days of the Board's final decision, the Corresponding Secretary shall, by registered mail, return receipt requested (or via an alternative nationally recognized delivery method that requires signature verification of delivery), notify each of the parties of the decision and disciplinary action, if any. All testimony, discussions and written materials relating to the hearing and charges will be held in strictest confidence by the Board as well as by all involved parties, including witnesses. Any party violating this confidence shall be subject to disciplinary action.

## **SECTION 4: Disciplinary Action**

Should the charges be sustained after the Board or the Committee has reviewed the documentary evidence and testimony presented by each party, the Board or the Committee may, by a majority vote of those present, suspend the accused member from all privileges of the Club for up to six (6) months from the date of the hearing or until the next Annual Meeting of the Club, if such meeting is scheduled to be held less than six (6) months after the hearing. The Board can reduce the penalty recommended by the Committee but cannot expand the penalty beyond the Committee's recommendation. If the Committee and the Board recommend that the accused member be expelled from the Club, the members of the Club shall consider such recommendation at the next Annual Meeting of the Club. The accused member may appear at the said Annual Meeting if he or she so desires. All decisions of the Board or the Committee with respect to the suspension or expulsion of a member of the Club shall immediately be filed in writing with the Corresponding Secretary. The Corresponding Secretary shall promptly notify each of the parties of the decision and penalty, if any.

**SECTION 5. Expulsion.** Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club immediately following a hearing, and upon the recommendation of the Board as provided in Section 3 of this Article. The accused member 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 findings and recommendations, and shall invite the accused member, if present, to speak in his/her own behalf. The members present at the meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3rds) vote of those present at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, any unexpired terms of suspension shall stand.

## **ARTICLE VIII: AMENDMENTS**

**SECTION 1. Proposals for Amendments.** These By-Laws may be amended from time to time or at any time as provided herein. The Standard of the German Shepherd Dog may be amended or changed only in accordance with American Kennel Club policies. Amendments to these By-Laws may be proposed by the Board or by written petition (including by verifiable electronic means) addressed to the Corresponding Secretary, signed by ten percent (10%) or three hundred (300) of the membership in good standing, whichever is lesser. The petition must be received by the Corresponding Secretary no later than forty-five (45) days prior to the date of the next meeting of the Board in order to be considered at that meeting of the Board. Every petition shall be limited to one subject and must include the following: A) Petition subject must appear at the top of each page of the petition. B) Each member's signature, printed name, and address, shall appear on a single line. C) The signature, printed name and address of the Petition Circulator must appear at the bottom of each page. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted by mail and/or email, or in any manner prescribed or permitted by the laws of the State of New York to the members by the Corresponding Secretary for a vote. Mailings of such proposed amendments shall take place in February and August of each year, though the Board, by a two-thirds (2/3rds) vote of the Board members present and voting, may establish additional mailing dates. Petitions dealing with matters other than Amendments to the By-laws or the Standard shall follow the above format. The Board by majority vote will determine whether or not to entertain such petitions.

**SECTION 2. Voting.** The By-Laws, as well as the Standard of the German Shepherd Dog and, may be amended at any time, provided a copy of the proposed amendment has been mailed and/or emailed and/or sent by electronic balloting if permitted by the laws of the State of New York and in accordance with policies of the American Kennel Club, by the Corresponding Secretary to each member, accompanied by a ballot on which he/she may indicate his/her



choice for or against the action to be taken. The notification shall specify a date not less than thirty (30) days after the date of mailing, by which date the ballots must be returned to the Corresponding Secretary or agent designated by the Board to be counted. The favorable vote of two-thirds (2/3rds) of the Regular and Lifetime members in good standing whose ballots are returned within the stated time limit, shall be required to ratify any such amendment.

**SECTION 3. Effective Date.** No amendment to the By-Laws or to the Standard of the breed that is adopted by the Club shall become effective until after it has been approved by the Board of Directors of the American Kennel Club.

## **ARTICLE IX: DISSOLUTION**

**SECTION 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3rds) of the Regular and Lifetime members in good standing. In the event of the dissolution of the Club, except for the purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club, nor proceeds thereof, nor any assets of the Club, shall be distributed to any members of the Club, but after the payment of the debts of the Club, its property and assets shall be given to a charitable, non-profit organization for the benefit of dogs. This organization shall be selected by the Board.

## **ARTICLE X: PARLIMENTARY AUTHORITY**

**SECTION 1.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other rules of order the Club may adopt from time to time or at any time.