

## CONSTITUTION AND BYLAWS

**Section 1.** The name of the Association shall be The German Spitz Club of America (the “Association”).

**Section 2.** The objectives of the Association shall be:

- a. to do all that is possible to preserve the heritage, health and athleticism of the pure-bred German Spitz (small, medium and large German Spitz as registered by FCI recognized European registries), and to bring the natural qualities and abilities to perfection through selective breeding;
- b. to encourage the organization of independent local German Spitz Specialty Associations in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Association (AKC);
- c. to educate members and to urge breeders to adhere to the standard of the breed as approved by AKC as the only standard of excellence by which German Spitz shall be judged;
- d. to do all in its power to protect and advance the interests of the breed;
- e. to advance the health, well-being, and proper care of the breed and to disseminate accurate information about the breed to members and the general public;
- f. to encourage sportsmanship at conformation events, companion events, performance events, and any other event under the Rules and Regulations of AKC; and at any event sponsored or held by the Association;
- g. to conduct sanctioned matches, specialty shows, special attractions, junior showmanship events, companion events, performance events, and any other event for which the Association is eligible under the Rules and Regulations of the AKC.
- h. to protect and advance the German Spitz as a versatile companion and to protect the ability to own, show, breed, train and otherwise enjoy the breed.

**Section 3.** The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

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

## BYLAWS

### ARTICLE I Membership

**Section 1. *Classes of Membership.*** There shall be three (3) classes of membership open to persons who are in good standing with the AKC, who subscribe to the objectives of this Association, and who subscribe to the Association's Code of Ethics and the Guidelines for Ethical Breeding Practices.

a. **Members with full privileges.** These members enjoy all privileges of the Association, including the right to vote, hold office, and sponsor applicants for membership. These members count in the determination of a quorum.

**Regular Member.** Shall be open to all persons eighteen years of age and older who are residents of the American States of America or its territories and possessions, and own a German Spitz or who plan to own, breed, exhibit or promote a German Spitz.

a. **Members without full privileges.** These members do not count in the determination of a quorum, and do not vote, hold office nor sponsor applicants for membership. They will, however, receive club publications and may serve as a non-voting committee member.

**Foreign member.** Shall be open to all persons eighteen years of age and older who own a German Spitz and are residents of a country having an FCI recognized registry.

**Junior Member.** Shall be open to all persons between the ages of ten and seventeen. Upon reaching eighteen years of age, Junior members must reapply, without an application fee, for another class of membership. Junior members failing to apply for another membership within six (6) months after their 18<sup>th</sup> birthday, shall have their membership automatically lapse.

**Section 2. *Dues.*** Annual membership dues for all classes of membership shall not exceed fifty dollars (\$50) per member. The Board of Directors shall review dues on a regular basis, adjust when appropriate, and may assess different dues per class of membership. If the dues are not adjusted by October 1<sup>st</sup> of each year, the dues shall be assessed at the previous year's rate. Membership dues are due and payable on or before the 1st day of January each year. During the month of November, the Treasurer shall send each member a

statement of his/her dues for the coming year. Notice shall be sent to all members whose dues are unpaid after January 1<sup>st</sup>, informing them of the lapse deadline and the names of the lapsing members will be published in the Bulletin prior to the date at which all unpaid memberships lapse. No member may exercise any right of membership whose dues are not paid for the current year.

**Section 3. *Election to Membership.***

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant is in good standing with AKC, and agrees to abide by these Constitution and Bylaws, the Rules and Regulations of AKC, AKC's Code of Sportsmanship, the Association's Code of Ethics and the Association's Guidelines for Ethical Breeding Practices. The applicant shall provide his/her name, address, additional contact information, occupation, and any other information deemed necessary by the Board of Directors. The application, for all classes of membership shall include the endorsement of two sponsoring members in good standing. The application and the applicable application processing fee shall be submitted to the Secretary through the Membership Chair, if any.
- b. The Secretary shall, at least once in each quarter of the year, publish to the membership the name and address of the applicant, together with the names of the sponsors.
- c. Absent an objection, the Board of Directors may vote on an applicant thirty (30) days after publication to the membership of the pending application. Applicants shall be elected by secret ballot with the affirmative vote of 2/3rds of the Board of Directors present at a meeting or 2/3rds of the entire board voting by mail.
- d. Any objection to an applicant for membership, together with reasons for such objection, shall be filed in writing with the Secretary within thirty days of the publication of notice of the pending application. The Secretary shall promptly disclose to the Board of Directors all objections and the reasons for such objections, in confidence, before any action is taken on the application. The board may take any reasonable action to investigate or resolve the objections before voting on the applicant. Applicants who have received objections shall be elected by secret ballot with the affirmative

vote of 2/3rds of the Board of Directors present at a meeting or 2/3rds of the entire board voting by mail.

- e. An application which has received a negative vote by the Board may be presented by one of the applicant's sponsors at the next Annual meeting of the Association and the members may elect such applicant by a favorable vote of seventy-five percent (75%) of the members with full privileges in good standing present and voting. Applicants who have been rejected by the Association may not reapply within twelve months after such rejection.

**Section 5. Termination of membership.** Memberships may be terminated:

**a. By resignation.** Any member in good standing may resign from the Association upon written notice to the Secretary but no member may resign when in debt to the Association. Obligations other than dues are considered a debt to the Association and must be paid in full prior to resignation.

**b. By lapsing.** A membership will be considered as delinquent if such dues remain unpaid after January 1st. The membership shall be automatically terminated if such member's dues remain unpaid after March 31.

**c. By expulsion.** A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

**Section 6. Good Standing.** A member in good standing is defined as one who is current with Association dues, if applicable, and has not been suspended by the Association or AKC.

## ARTICLE II

### Meetings and Notices

**Section 1. Annual Meeting.** The annual meeting of the Association shall be held during the period beginning March 1 and ending May 1, in conjunction with the Association's National Specialty if possible, of each year at a place, date, and hour designated by the Board of Directors. Notice of the annual meeting shall be prominently displayed in the Bulletin by the Secretary to each member at least 60 days prior to the date of the meeting, and/or by any means in accordance with Section 6 of this Article. The quorum for the annual meeting shall be ten percent (10%) of the membership with full privileges in good

standing. At the annual meeting, the membership shall receive reports on the activities of the Association.

**Section 2. *Special Association Meetings.*** Special Association meetings may be requested by the President and/or called by a majority vote of the members of the Board or shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the Association members with full privileges who are in good standing. Such meeting shall be held at such place (or via electronic meeting), date, and hour as may be designated by the Board of Directors. Notice of such meeting shall be sent by the Secretary at least thirty (30) days and not more than sixty (60) days prior to the meeting in accordance with Section 6 of this Article. The notice of the meeting shall state the purpose of the meeting and no other Association business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the members with full privileges in good standing.

**Section 3. *Board Meetings.*** The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places in accordance with Section 4 of this Article as are designated by a majority of the entire Board. Notice of each such meeting will be sent by the Secretary with an agenda provided by the President to each member of the Board at least 21 days prior to the date of the meeting in accordance to Section 6 of this Article. The quorum for a Board Meeting shall be a majority of the Board.

**Section 4. *Conduct of Board meetings.*** The Board may conduct its business:

- (a) in person;
- (b) by mail or signed facsimile through the Secretary;
- (c) through the use of telephone conference, videoconference or any means of communication by which all board members may simultaneously hear each other during the meeting;
- (d) by email if all members of the board consent to taking the particular vote by email. E-mail cannot be utilized for any item which requires a secret ballot. The consent may be by email confirmation and may be revoked at will. Votes taken by e-mail shall be printed out showing the board member's email address along with the vote cast. E-mail confirmations and written consents shall be filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.

- (e) By electronic meeting;
- (f) by any other method permitted by the laws of Georgia.
- (g) Items voted upon with any method other than “in-person” meetings must be confirmed in writing by the Secretary within fourteen days.

**Section 5. Conduct of Annual meetings.** The Association may conduct its business:

- (a) in person;
- (b) via virtual, electronic or teleconference/videoconference meeting. If this method is used:
  - i. the electronic meeting shall allow the members to simultaneously hear and, if possible, see the officers and board members;
  - ii. the notice of the meeting shall include:
    - 1. Officer and any submitted committee reports;
    - 2. An adequate description of how to access the meeting;
    - 3. A means whereby a member with full privileges may place an item on the agenda. Such submissions shall include, but are not limited to, matters in Article 1, Section 4(e) and Article XIII, Section 6.
    - 4. An adequate description of how a member with full privileges may raise points of order or other matters during the meeting.
  - iii. If Georgia law or AKC policy does not permit the membership voting at a virtual, electronic or teleconference/videoconference meeting, any matters requiring a vote by the membership shall be accomplished by balloting pursuant to Article VI, Section 2.
- (c) by any other method permitted by the laws of Georgia.

**Section 6. Notice.** Notice may be sent by the Secretary in any manner permitted under the laws of Georgia. Notice may be accomplished by either mail or e-mail pursuant to below.

- (a) *By mail.* When notice is given by mail, it must be via first class US mail with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person’s address as it appears on the records of the Association.

- (b) *By e-mail.* The Association may send to members notices, including notification of Association meetings, dues, minutes and other Association publications, and to board members notification of meetings via email, provided that,
- a. The Association member or board members has signed an authorization agreeing to this method of communication.
  - b. Such authorization is renewed annually and is revocable at will.

### **ARTICLE III**

#### **Directors and Officers**

**Section 1. *Board of Directors.*** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three directors, all of whom shall be members in good standing who are residents of the American States. They shall be elected for two-year terms on odd numbered years at the Association's annual meeting as provided in Article VI, and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

**Section 2. *Officers and Directors.*** The Association's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities with regard to the Association and its meetings and the Board and its meetings.

- a. ***The President*** shall preside at all meetings of the Association and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.
- b. ***The Vice-President*** shall have the duties and exercise the powers of the President in case of the President's absence, death or incapacity. ***The Vice-President*** shall be second in ascendancy after the First Vice-President.
- c. ***The Secretary*** shall be responsible for:
  1. Managing and preserving a record of all meetings of the Association and of the Board and of all votes taken, including current Standing Rules, and all matters of which a record shall be ordered by the Association.

2. Keeping an up-to-date roll of members in good standing and their contact information which shall be sent to any member in good standing upon written notice not more than once every Association year;
3. Notifying new members of their election;
4. Notifying members of the time and place of members' meetings;
5. Notifying Board Members of the time and place of Board meetings;
6. Preparing and mailing of all Association materials;
7. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

d. ***The Treasurer*** shall:

1. Collect and receive all monies due or belonging to the Association;
2. Deposit the same in a bank approved by the Board, in the name of the Association;
3. Disburse funds necessary to discharge the liabilities of the Association; Such disbursements shall in no event exceed a maximum limit on all expenditures imposed by the Board of Directors. If liabilities are incurred in excess of this maximum limit, prior approval of the Board must be obtained before payment can be made;
4. Keep the books open to inspection of the Board at all times;
5. Report to the Board at every meeting the condition of the Association's finances and every item of receipt or payment not before reported;
6. Render at the annual meeting an account of all monies received and expended during the previous fiscal year;
7. Generate, and manage an annual budget;
8. Manage and review the investment activities of the Association;
9. File appropriate tax statements;
10. Maintain a record of all non-expendable Association property held by the Directors or members of the Association;
11. Maintain appropriate corporate reporting to the state of incorporation;
12. Carry out their duties in a manner consistent with the best interests of the entire Board of Directors and the Association.

g. **The Directors**, along with the Officers, shall:

1. Participate in and vote on all issues coming before the Board of Directors;
2. Carry out their duties in a manner consistent with the best interests of the entire Board of Directors and the Association.

**Section 3. Removal from Office.** An officer or director may be removed from office for failure to discharge his duties as prescribed in Section 2 of this Article by a secret vote of two-thirds (2/3<sup>rd</sup>) of the entire Board of Directors at a meeting where the notice of which has specified the proposed removal.

**Section 4. Vacancies.** Any vacancies on the Board or among the offices during the term shall be filled until the next biennial election by a majority vote of all the remaining members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in that office shall be filled by the board until the next biennial election.

**Section 5. Indemnification of Officers and Board Members.** The officers and Directors of the Association shall be indemnified by the Association against liability and against expenses reasonably incurred by them in conjunction with any action, suit or proceeding by reason of their having been an Officer or Director of the Association, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding, to have been determined to be acting in individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled as a matter of law. However, the personal liability may not be eliminated or limited for a Director Officer, or both, to the Association for monetary damages for breach of fiduciary duty with respect to any transaction from which the Director, Officer, or both, derived an improper personal benefit.

## ARTICLE IV CONFLICT OF INTEREST

**Section 1. Establishment of a Conflict of Interest Policy.** The Association shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of Georgia law as

then in effect. Each officer or director shall have an affirmative duty to disclose to the Association each transaction with the Association that could be a conflict of interest or a pecuniary benefit transaction, and that officer or director shall be prohibited from participating in the discussion or voting on the matter. Each officer and director, prior to taking his/her position on the Board, shall submit to the Secretary a signed Conflict of Interest Policy.

## **ARTICLE V**

### **The Association Years**

#### **Section 1. *Association Years.***

- a. The Association's fiscal year shall begin on the 1st day of January and end on the 31st day of December.
- b. The Association's official year shall begin immediately at the conclusion of the election at the annual meeting on odd numbered years and shall continue through committee reports at the next annual meeting. On alternate years, the official year shall begin immediately at the conclusion of committee reports and shall continue through the election at 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 successor in office all properties and records relating to that office within thirty (30) days after the election.
- c. The Association's membership year is the calendar year, January 1 through December 31.

## **ARTICLE VI**

### **Voting and Balloting, Nominations, Elections**

**Section 1. *Voting.*** At the annual meeting or at a special meeting of the Association, voting shall be limited to those members with full privileges in good standing who are present at the meeting or participating by electronic meeting, except for the biennial election of officers and directors, amendments to the Constitution and Bylaws and amendments to the standard for the breed which shall be decided by balloting in accordance with Section 2 of this Article. The Board of Directors may decide to submit other specific

questions for decision of the members with full privileges by balloting. Voting by proxy will not be permitted.

## **Section 2. *Balloting.***

- a. Where balloting is required by these Bylaws or determined necessary by the Board of Directors, the balloting may be done by the Secretary, a Board-appointed teller committee of three members with full privileges in good standing who are neither members of the current board nor candidates for election, or an independent professional firm (ballot recipients) designated by the board to process ballots. In elections where the Secretary is an opposed candidate, the board shall use either the teller committee or an independent professional firm as the ballot recipient.
- b. Ballots must specify a day not less than thirty (30) days nor more than forty (40) days for the return receipt of any ballot.
- c. If by mail, a Dual-envelope and balloting system will be used for biennial elections, Constitution and bylaw amendments and breed standard revisions. Each member with full privileges in good standing shall be sent by first class mail a blank envelope and a return envelope marked "Ballot," bearing the name of the member and addressed to the ballot recipient designated by the board. In order for the ballots to remain secret, each voter shall seal their ballot in the blank envelope which in turn shall be placed in the second envelope addressed to the ballot recipient. The Ballot recipient shall certify the eligibility of the voters by checking the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes. The Ballot recipients shall certify the results of the voting to the Secretary.
- d. If by electronic balloting, the balloting process must be in accordance with AKC's procedure on Electronic Balloting for Parent Associations. It must be conducted by an independent professional firm which specializes in electronic balloting. A member must sign a written authorization agreeing to this method of balloting, which is revocable, and which agrees to release the Association from any liability should the ballot be received late or not received by the member, due to circumstances beyond the Association's control. Members not providing written authorization will receive all materials via first class mail as provided above.

### **Section 3. *Nominations.***

- a. Nominations cannot be made at the annual meeting or in any manner other than provided in this section. No person may be a candidate in an Association election who has not been nominated in accordance with these Bylaws.
- b. A Nominating Committee shall be chosen by the Board of Directors on or before February 15th of odd numbered years. The Committee shall consist of three to five members, all members with full privileges in good standing, no more than two of whom shall be a member of the current Board of Directors. The Board shall name a Chair for the Committee. The Nominating Committee shall nominate from among the eligible of the Association, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance in writing of each nominee so chosen. The Committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary. The Secretary shall provide this slate for publication to the Membership, mailed, or emailed to each member of the Association on or before ninety (90) days before the Association's annual meeting.
- c. Additional nominations of eligible members may be made by written petition, signed by three (3) members with full privileges, addressed to the Secretary and received at his/her regular address on or before sixty (60) days before the Association's annual meeting. Each additional nominee shall send a to the Secretary within the deadline of this section a written acceptance signifying his/her willingness to be a candidate.
- d. No person shall be a candidate for more than one position.

### **Section 4. *Election.***

- a. *Uncontested elections.* If no valid additional nominations are received by the Secretary on or before sixty (60) days before the Association's annual meeting, the Nominating Committee's slate shall be declared elected at the time of the annual meeting, and no balloting will be required.
- b. *Contested elections.* If one or more valid additional nominations are received by the Secretary as provided in Section 3(b) of this Article, on

or before fifty (50) days prior to the Association's annual meeting ballots shall be sent according to Section 2 of this Article. The ballot shall list in alphabetical order all of the nominees for each position. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 4.

## **ARTICLE VII Committees**

**Section 1.** The Board may each year appoint standing committees to advance the work of the Association in such matters as dog shows, 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. Special committees may also be appointed by the Board to aid it on particular projects.

**Section 2.** 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 service has been terminated.

**Section 3.** Committees may conduct its business in person, by mail, by e-mail, by fax, by telephone conference, by video conference, or other electronic means.

## **ARTICLE VIII Discipline**

**Section 1. *American Kennel Association Suspension.*** Any member who is suspended from any privileges of The AKC automatically shall be suspended from the privileges of this Association for a like period.

**Section 2. *Charges.*** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a refundable deposit of thirty-five dollars (\$35.00), or

a reasonable amount set annually by the board not to exceed one hundred dollars, which shall be forfeited if such charges are not sustained by the Board or a Special Board Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present a copy of the charges at an in-person meeting of the Board.

**Section 3. *Hearings and voting.*** Disciplinary hearings and any Board action relating to disciplinary hearings may be held in person, via telephone conference or by video conference.

**Section 4. *Jurisdiction.*** After due consideration, the Board shall vote whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or of the breed. If a majority of the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association or of the breed, it shall refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Special Board committee appointed by a majority of the Board, of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send a copy of the charges to the complainant and the accused member by certified mail, return receipt requested, together with a notice of the hearing and an assurance that they may personally appear in their own behalf and bring witnesses if they wish.

**Section 5. *Board Hearings.*** The Board or Special Board Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused member, the Board or Special Board Committee, may by a majority vote of those present reprimand or suspend the accused member from all privileges of the Association for not more than six months from the date of the hearing, or until the next annual meeting, if that will occur after six (6) months. And, if it deems that punishment is insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused member's right to appear before his/her fellow members at the ensuing Association annual meeting which considers the recommendation of the Board or committee. Immediately after the Board or Special Board Committee has reached a decision, its findings shall be put in written form and

filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any, by registered mail, return receipt requested.

**Section 6. *Expulsion.*** Expulsion of a member from the Association may be accomplished only at the annual meeting of the Association following a hearing and upon the recommendation of the Board or Special Board Committee as provided in Section 5 of this Article. 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 though no evidence shall be taken at this meeting. The membership shall then vote by secret, written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

**Section 7. *Reassignment of Duties.*** If the President is the subject of the charges or disciplinary action the Vice President shall perform the duties of the President as described in this article, or if the Secretary is the subject of the charges or disciplinary action the Vice President shall perform the duties of the Secretary as described in this article. This substitution shall commence immediately upon receipt of written notice of charges described in Section 1 or 2. Any other officer or board member who is the subject of disciplinary charges shall remain in his/her position, apart from any deliberation or hearing of the charges, pending resolution of the charges. If any other Officer or Director is suspended, the remainder of the Board of Directors shall select by majority vote another Board Member to fulfill the duties of the Officer or Director until the suspension is over.

**Section 8. *Rights Under Suspension.*** A member under suspension shall receive all Association information and notices which are sent to members in good standing. This includes dues notices and the Association newsletter, as well as other pertinent communications as defined by the Board of Directors. However, in no manner may the suspended member serve on the board, serve on a committee, vote, sponsor a member, or in any way participate in the operation of the Association.

## **ARTICLE IX Amendments**

**Section 1.** Amendments to the Constitution and Bylaws and to the standard of the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership with full privileges in good standing. Amendments to the Constitution and Bylaws proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with full privileges in good standing with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary. Proposed amendments to the standard for the breed must be submitted to the members with full privileges in good standing with recommendations of the board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

**Section 2.** The Constitution and Bylaws may be amended at any time and the standard for the breed may be amended in accordance to AKC policies provided a copy of the proposed amendment has been mailed by the Secretary to each member with full privileges in good standing at least thirty (30) days prior to any balloting. Balloting shall be done according to Article VI, Sections 1 and 2 accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The favorable vote of two-thirds (2/3) of the members with full privileges in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

**Section 3.** No amendment to the Constitution and Bylaws or to the standard of the breed that is adopted by the Association shall become effective until it has been approved by the Board of Directors of The AKC.

## **ARTICLE X Dissolution**

**Section 1.** The Association may be dissolved at any time by written consent of not less than two-thirds (2/3rds) of the members with full privileges in good standing. In the event of the dissolution of the Association whether voluntary

or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association but after payment of the debts of the Association its property and assets shall be given to one or more charitable organizations for the benefit of dogs selected by the Board of Directors.

**ARTICLE XI**  
**Order of Business and Parliamentary Authority**

**Section 1.** At meetings of the Association, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

Roll taking

Minutes of last meeting

Report of President

Reports of Secretary

Report of Treasurer

Reports of committees

Election of Officers and Board (at annual meetings in odd numbered years)

Unfinished business

New business

Adjournment

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

Roll taking

Reading of minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

Election of new members

New business

Adjournment

**Section 3.** The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Association Bylaws and any published, special rules of order the Association may adopt.

**Section 4.** The validity, construction and effect of the Association Bylaws and any actions taken under or relating to the Association Bylaws shall be determined in accordance with the laws of the State of Georgia and applicable Federal laws. For purposes of litigating any dispute that arises under the Association Bylaws, the parties hereby submit to and consent to the jurisdiction of the State of Georgia, agree that such litigation shall be conducted in the courts of Georgia or the federal court for the American States for the District of Georgia.