

COLONIAL ROTTWEILER CLUB BY-LAWS

Approved 12/15/2020

ARTICLE I **Name and Objects**

SECTION 1. The name of the Club shall be the Colonial Rottweiler Club.

SECTION 2. The objects of the Club shall be:

- a. to encourage and to promote the highest standards in the breeding of pure-bred Rottweilers; make all efforts to breed their natural qualities to as described in the American Rottweiler Club Breed Standard and to breed according to the highest ethical standards as outlined in the Code of Ethics;
- b. to encourage members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Rottweilers shall be judged;
- c. to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at dog shows, performance events, and all dog sports;
- d. to conduct all sanctioned matches and licensed events for which the club is eligible under the rules and regulations of the American Kennel Club;
- e. to educate the novice and experienced alike on responsible dog ownership, especially in regards to the Rottweiler.

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

SECTION 4. The members of the Club shall adopt the By-Laws. The members of the Club may, from time to time, revise such By-Laws as required to carry out these objects.

ARTICLE II **Membership**

SECTION 1. ELIGIBILITY. There shall be seven types of memberships.

- a. **INDIVIDUAL MEMBERSHIP** - any individual 18 years of age or older, who at the time of joining, owns a Rottweiler; said individual being entitled to one vote.
- b. **JOINT MEMBERSHIP** - any two adult members residing in the same household, 18 years of age or older, one of whom at the time of joining owns a Rottweiler; each being entitled to one vote.
- c. **JUNIOR MEMBERSHIP*** - any individual between the ages of 8 and 18 years; said individual may not vote, nor hold office.
- d. **ASSOCIATE MEMBERSHIP*** - any individual 18 years of age or older, who at the time of joining, does not own a Rottweiler, but who is interested in the breed, and who wishes to support the breed through club membership; said individual may not vote, nor hold office.
- e. **SENIOR MEMBERSHIP**
 INDIVIDUAL - any one person 65 years of age or older, who has been a member in good standing of the Colonial Rottweiler Club for a minimum of 10 consecutive years; said individual being entitled to one vote.
 JOINT - any two members residing in the same household where one is 65 years of age or older and both have been a member in good standing of the Colonial Rottweiler Club for a minimum of 10 consecutive years; each being entitled to one vote.
- f. **LIFETIME MEMBERSHIP**

INDIVIDUAL - any one person 65 years of age or older PLUS who has been a member in good standing of the Colonial Rottweiler Club for a minimum of 20 consecutive years where the combined total of age plus years of consecutive membership are a minimum of 100; said individual being entitled to one vote.

JOINT - any two members residing in the same household where one is 65 years of age or older and both have been a member in good standing of the Colonial Rottweiler Club for a minimum of 20 consecutive years where the combined total of one the senior member's age plus the years of consecutive membership are a minimum of 100; each being entitled to one vote.

- g. HONORARY MEMBERSHIP - an individual who has been designated by the Board for recognition of special services. An honorary member shall be entitled to all privileges of membership except voting and holding office.

*During the renewal period immediately following a member's eligibility to change to a different membership type as described above, the member shall submit a completed membership renewal form to the Membership Chair noting requested change in membership type.

All members must be in good standing with the American Kennel Club and subscribe to the purposes of the Colonial Rottweiler Club.

By joining or renewing your membership with the Colonial Rottweiler Club, or accepting Lifetime member status, you agree to subscribe to the purposes of the Colonial Rottweiler Club and to abide by the Code of Ethics.

SECTION 2. DUES

Membership dues shall be determined at the sole discretion of the Board of Directors by a majority vote of the Board. Dues are due, payable in full on or before January 1st of each year.

SECTION 3. ELECTION TO MEMBERSHIP

Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these By-Laws and the rules of The American Kennel Club, and agrees to comply with the Colonial Rottweiler Club Code of Ethics. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsements of two club members from different households and members in good standing; said endorsement to be good for 90 days. Accompanying the application, the prospective member shall submit a signed copy of the Code of Ethics and dues payment for the current year. All applications are to be filed online or with the Membership Chairperson.

Names of prospective members shall be published electronically on the Colonial Rottweiler Club website immediately following their receipt by the Membership Chair, for review and approval by the membership. Any adverse comments regarding any application for membership shall be made in writing (electronic submittal is acceptable) and submitted to the Secretary within 45 days of the publication. The adverse comments shall be reviewed by the Board of Directors who is responsible for approval or rejection of the applicant.

Applicants for membership who have been rejected by the Club may not reapply for 12 months after such rejection.

SECTION 4. MEMBER TERMINATION

Membership may be terminated:

- a. by signed written resignation to the Secretary of the Club;
- b. by failure to pay annual dues by January 1 of each year. The Board of Directors may grant, however, for good cause, an additional 45 days to pay annual dues in full. No delinquent member is entitled to vote until such time their dues have been paid in full and their membership has been properly reinstated;
- c. by expulsion as provided in Article VII of these By-Laws.

ARTICLE III

Meetings and Voting

SECTION 1. ANNUAL CLUB MEETING.

The annual Club meeting is to be held in conjunction with the Club's specialty show at such place, date and hour as shall be designated by the Board of Directors. Secretary shall provide notice of such meeting by either email or posting on the Club's website no less than 30 days prior to the meeting.

The quorum for such meetings shall be 10 percent of the voting members in good standing and three members of the Board of Directors.

SECTION 2. ALL OTHER CLUB MEETINGS.

All other Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a written petition signed by 10 percent of the membership of the Club who are in good standing. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Secretary shall provide notice of such meeting by either email, facsimile, or posting on the Club's website at least five days prior to the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat.

The quorum for such meetings shall be 10 percent of the voting members present and in good standing and three members of the Board of Directors.

SECTION 3. BOARD MEETINGS.

Meetings or conference calls of the Board of Directors shall be held at least three times each year at such hour and place as designated by the Board of Directors. The Secretary shall give notice of each meeting or conference call at least 5 days prior to the date of the meeting. The quorum for such a meeting or conference call shall be the majority of the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law or these By-Laws may be taken without a meeting if all Directors shall individually or collectively consent in writing, including by electronic communication, the receipt of which shall be validated by the Secretary of the Board of Directors to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate of other document filed on behalf of the Club related to an action taken by the Board of Directors without a meeting shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting and that the By-Laws of the Club authorize its Directors to so act. Directors may participate in a meeting of the Board, or a committee meeting, through use of a conference telephone, electronic video screen communication or electronic transmission by and to the Club. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at the meeting as long as all Directors participating in that meeting can hear one another. Participation in a

meeting through use of electronic transmission by and to the Club, other than telephone conference and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply: (i) Each Director participating in the meeting can communicate with all of the other Directors concurrently, and (ii) each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Club.

SECTION 4. VOTING.

Each member in good standing (excluding Junior Membership and Associate Membership) whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which the member is present.

Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV Directors and Officers

SECTION 1. BOARD OF DIRECTORS.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons, all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS.

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

The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-Laws, or designated by the Board of Directors.

The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity, and such other duties and powers as shall be designated by the Board of Directors.

The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club; have charge of the correspondence; notify members of meetings; notify new members of their election to membership; notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every Club year, and carry out such other duties as are prescribed in these by-laws, or designated by the Board of Directors.

The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board of Directors, in the name of the Club. The books shall at all times be open to inspection of the Board of Directors. A report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall submit to the membership a proposed budget for the coming fiscal year; and render an account of all monies received and expended during the fiscal year. A Committee of three

voting members in good standing and qualified to conduct an internal financial audit shall be appointed annually by the President to audit the finances of the Club for the past official year. The Treasurer shall be bonded in such amount as determined by the Board of Directors.

SECTION 3. VACANCIES.

Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the Board of Directors and its first regular meeting following the creation of vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board of Directors.

SECTION 4. REMOVAL.

If a member of the Board of Directors ceases to be a member in good standing of the Colonial Rottweiler Club and/or the American Kennel Club, they shall automatically be removed from the Board of Directors. The removal of a Board member may also be proposed by a written petition addressed to the Secretary signed by 20 percent of the membership in good standing. The Secretary must then submit such a petition for a vote within two months of the date on which the petition is received. The Board member may only be removed by a 2/3 vote of the members participating in a ballot called for the purpose, provided notice of the petition for removal has been submitted to all members at least 30 days prior to the voting deadline.

SECTION 5. STAGGERED TERMS FOR BOD MEMBERS.

Board of Directors shall serve staggered two-year terms. President, Treasurer and one of the non-officer members shall be elected in even years. The Vice President, Secretary and two of the remaining non officer members shall be elected in odd years.

ARTICLE V

The Club Year, Nominations, Elections

SECTION 1. CLUB YEAR.

The Club's fiscal year shall begin on the 1ST day of January and end on the 31ST day of December. The Club's official year shall begin immediately at the conclusion of the annual meeting, and shall continue through the next annual meeting. Elected Officers and Directors shall take office immediately upon 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 15 days after the election.

SECTION 2. ELECTION.

All Officers and Directors are elected for two-year terms. At the annual meeting for the election of Officers and Directors, the vote shall be conducted by ballot. In order to be a valid vote, all ballots must be received by the Secretary prior to the opening of the meeting. Ballots shall be counted at the meeting by three (3) Inspectors of Election, who are members in good standing and who are neither members of the current Board nor candidates on the ballot, and shall be chosen by the President.

The nominated candidate receiving the largest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, 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 IV, Section 3.

SECTION 3. NOMINATIONS AND BALLOTS.

No person may be a candidate in a club election who has not been nominated. A Nominating Committee shall be chosen by the Board of Directors. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing and not more than one of whom may be a member of the current Board of Directors. The Board of Directors shall name a chairman for the Committee.

The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and positions on the Board of Directors that will be completing a two-year term and, after securing the consent of each nominee, shall immediately report their nomination to the Secretary in writing. Upon receipt of the Nominating Committee's report and no later than February 1, the Secretary shall notify each member in writing of the candidates so nominated. In their selection of nominees, the Nominating Committee shall take into consideration the geographical location of each nominee in an effort to nominate a geographically diverse group.

Additional nominations of eligible members may be made in writing to the Secretary and received by the Secretary no later than March 1. This additional nomination must be signed by five (5) members of the Club in good standing, and accompanied by the written acceptance of the proposed candidate signifying their willingness to be a candidate.

No person shall be a candidate for office who already holds a current office position in another Rottweiler Club and no person shall be a candidate for more than one position. In addition, no two members of the same household nor any persons engaged in an ongoing business partnership, shall be eligible to serve on the same Board of Directors.

If the Secretary receives no valid additional nominations by March 1, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

If one or more valid additional nominations are received by the Secretary by March 1, the Secretary shall notify in writing each member in good standing no later than April 1 the process to be used for balloting. The ballot listing shall include all of the nominees for each position in alphabetical order together with a listing of the persons making the additional nominations.

Nominations cannot be made at the annual meeting or in any manner other than as provided herein.

ARTICLE VI Committees

SECTION 1. NEW COMMITTEES

Each year the President may appoint standing committees or special committees with the approval of the Board of Directors to advance the work of the Club. Each committee's actions and reports shall be subject to final approval by the Board of Directors.

SECTION 2. REMOVAL OF COMMITTEE CHAIRS OR MEMBERS:

Any committee chair or member may be removed for cause or no cause by a majority vote of the Board of Directors upon prior written notice to the chair or committee member.

SECTION 3. VIOLATIONS AND RECOURSE COMMITTEE:

The President shall appoint, with the approval of the Board of Directors, the members of the Violations and Recourse Committee, none of whom shall be current members of the Board of Directors. The actions and decisions of the Violations and Recourse committee shall be subject to modification and final approval by a majority of the Board of Directors. The Violation and Recourse Committee shall consist of no less than three members in good standing with no prior disciplinary record, and in any event, shall be an odd number.

ARTICLE VII

Discipline

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.

Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period. Every member shall have an affirmative duty to self-report within 30 days of notification by the American Kennel Club of any discipline, up to and including any suspension or expulsion.

SECTION 2. CHARGES.

Any individual member may submit charges against another member either for alleged misconduct prejudicial to the best interests of the Club or for an alleged violation of the Code of Ethics.

Written charges with specifications must be filed with a member of the Board of Directors together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Board Member will forward the allegations along with the proper fee to the Chair of the Violations and Recourse Committee within 2 weeks of receipt. The Chair of the Violations and Recourse Committee shall also inform the President that this action has been taken.

The Chair of the Violations and Recourse Committee shall promptly send a copy of the charges to each member of the Violations and Recourse Committee. The Committee shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or if a member violated the Code of Ethics. If the Committee considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the conduct did not violate the Code of Ethics, it may recommend to the Board of Directors to refuse to entertain jurisdiction. In the alternative, should the Committee determine that the alleged conduct may be prejudicial to the best interests of the Club or may violate the Code of Ethics; the Chair shall promptly send one copy of the charges to the accused member by registered mail together with a request for a response to these charges. Copies of all information pertinent to the case shall be sent to the Committee members and the alternate. Any member who is in any way involved on either side of the charge of misconduct as specified in Sections 1 and/or 2 of this Article or is unable to make an impartial objective evaluation or is otherwise unavailable to consider the case, shall inform the Chair immediately of their unavailability to participate in the process. Upon notification of unavailability, the Chair shall immediately contact the alternate.

Within 60 days of receipt of the filing of formal charges, the Committee shall report its recommendations and findings, if any, to the Board of Directors for examination and action.

SECTION 3. BOARD HEARING.

The Board should take no more than a month to reach its final decision.

If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and may bring witnesses and/or documents pertinent to the allegation if the accused member so decides. Any member who is in any way involved on either side of the charge of misconduct as specified in Sections 1 and/or 2 of this Article or is unable to make an impartial, objective evaluation, the member shall immediately recuse themselves from hearing the case. The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club. And, if it deems that punishment insufficient, the Board of Directors may impose the penalty of expulsion.

Immediately after the Board of Directors 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 and all members of the Violations and Recourse Committee of the Board of Directors' decision and penalty, if any. Also, a record of the Board of Directors' decision regarding each case and any disciplinary action will be published on the Club website and maintained by the Secretary.

ARTICLE VIII

Amendments

SECTION 1: AMENDMENTS

Amendments to the By-Laws may be proposed by the Board of Directors.

Members may also, by written petition, propose amendments to the By-Laws by addressing such proposals to the Secretary. Proposed amendments must be signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors. The Secretary must then submit proposed amendments to the members, with the recommendations of the Board of Directors, for a vote within three (3) months of the date on which the petition was received by the Secretary.

SECTION 2: AMENDMENT VOTING

The By-Laws may only be amended by $\frac{2}{3}$ vote of the members participating in a ballot called for the purpose, provided notice of the proposed amendments have been submitted to all the members at least thirty (30) days prior to the voting deadline.

ARTICLE IX

Dissolution

SECTION 1. DISSOLUTION.

The Club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a valid non-profit organization in good standing for the benefit of dogs, such organization to be selected by the Board of Directors.

ARTICLE X

Order of Business

SECTION 1. ORDER OF BUSIENSS (CLUB MEETINGS)

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

- Roll Call
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of committees
- Election of Officers and Board (as appropriate)
- Unfinished Business
- New Business
- Adjournment

SECTION 2 ORDER OF BUSINESS (BOARD MEETINGS)

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

- Approve the minutes of last meeting
- Report of the President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI

Parliamentary Authority

SECTION 1. ROBERT’S RULE OF ORDER

The rules contained in the current edition of “Robert’s Rule of Order, Newly Revised,” shall generally govern the club in all cases to which they are applicable in which they are not inconsistent with these By-Laws and any other special rule of order the Club may adopt.