

Mile High Rottweiler Club of Greater Denter
Constitution and Bylaws
Approved 7/15/2010

Constitution
ARTICLE I
Names and Objects

SECTION 1. The name of the Club shall be MILE HIGH ROTTWEILER CLUB of Greater Denver, Colorado

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the quality breeding of pure-bred Rottweilers and to do all possible to bring their natural qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Rottweilers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance events;
- (d) to conduct sanctioned and licensed specialty shows and obedience trials under the rules of The American Kennel Club.
- (e) to protect the right to own the Rottweiler breed by working vigilantly to fight anti-canine legislation and to promote laws that are non-breed specific.

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

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

ARTICLE I
Membership

SECTION 1. Eligibility

Individual Membership. Open to all persons who are eighteen years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Said individual being entitled to one vote.

Family Membership. Open to any two members of a given family residing in the same household, eighteen years of age or older and in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Each family member is entitled to one vote.

Junior Membership. Open to any individual from 12 years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Said individual may not vote nor hold office.

Associate Membership. Open to all persons who are eighteen years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Associate members are entitled to all club privileges except voting and holding office.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Dues are payable on or before the 1st day of July of each year. Membership dues shall be determined by the Board of Directors with the approval of the membership; such approval to be in the form of a majority vote of the members attending a regular or special Club meeting. The dues paid by first time applicants voted into membership between February 1 and June 30 of each year shall cover the remaining portion of the current fiscal year, and shall carry over to cover the new member's dues for the next following fiscal year. During the month of May, the Membership Renewal Chairman shall send to each member a statement of his dues for the ensuing year. No member may vote whose dues are not paid for the current year.

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SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of The American Kennel Club, and agrees to support the Mile high Rottweiler Club's Code of Ethics. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Endorsements are to be good for 90 days only.

Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Membership Chairman. Names of prospective members will be posted in the issue of the Mile High Rottweiler Club newsletter immediately following their receipt by the Membership Chairman, for review and approval by the membership. Any adverse comments regarding any application for membership shall be made in writing and submitted to the Secretary within 45 days of the publication of the newsletter and will be reviewed by the Board which will be charged with making a final decision regarding membership. If no adverse comments are received regarding an applicant for membership, then said applicant shall be considered elected to membership. However, if adverse comments are received, then the affirmative votes of five officers and directors present at a meeting of the Board, or five officers and directors voting by telephone shall be required to elect an applicant.

Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection.

SECTION 4: Code of Ethics. The Mile High Rottweiler Club Code of Ethics and Recommendations are established in accordance with the objectives of the club. Adherence to the Code of Ethics is required of all members. A copy of the Mile High Rottweiler Club's Code of Ethics will be provided to all members.

SECTION 5. Termination of Membership. Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year (July 1st); however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. If a renewal form is not returned by December 31st, the member will be required to reapply for membership.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II
Meetings and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held in the Greater Denver, Colorado area at least six times a year, or as often as it is necessary to conduct the business affairs of the Club, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. Special Club Meeting. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the Greater Denver, Colorado area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held at least six times a year or as often as it is necessary to conduct the business affairs of the Club at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a

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majority of the Board.
SECTION 4. The Board of Directors may also conduct its business by mail through the Secretary or by conference telephone call or via e-mail to be followed up in writing to each Board member within 7 days. Motions voted on will be done at a Board meeting. Email will be used for discussion and the daily business of the club but voting will be at Board meetings.
SECTION 5. <u>Special Board Meetings.</u> Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the Greater Denver, Colorado area at a place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed or emailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting; or telegraphic notice shall be filed at least 5 days and not more than 7 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.
SECTION 6. <u>Voting.</u> Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.
ARTICLE III Directors and Officers
SECTION 1. <u>Board of Directors.</u> The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons all of whom shall be members in good standing who are residents of the United States. The officers shall be elected for a term of one year and the additional Board members shall be elected for a term of two years at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. These additional directors shall serve in classes so that three directors shall be elected in each even numbered year, and two directors shall be elected in each odd numbered year. For the purpose of the first election held under these By-Laws, the three candidates who receive the highest number of votes shall be elected for a term of two years. The two candidates who receive the next highest number of votes will be elected for a term of one year. General management of the Club's affairs shall be entrusted to the Board of Directors.
SECTION 2. <u>Officers.</u> 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 and its meetings. (a) The President shall preside at all meetings of the Club 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 By-Laws. The President shall also be a signer on the bank account designated by the Board in the name of the Club. The President shall be bonded in such amount, as the Board of Directors shall determine. (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. (c) The Secretary shall keep a record of all meetings of the Club and of the Board, and of all matters of which a record shall be ordered by the Club. He shall 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, and carry out such other duties as are prescribed in these By-Laws. (d) The Treasurer shall collect and receive all monies due or belonging to the Club. He shall open a checking account and deposit the same in a bank designated by the Board in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.
SECTION 3. <u>Vacancies.</u> Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board at its first regular meeting following the creation of such 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.

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SECTION 4. Removal. If a member of the Board of Directors ceases to be a member in good standing of the Mile High Rottweiler Club and/or the American Kennel Club, he shall automatically be removed from the Board. This vacancy shall be filled until the next annual election by a majority vote of all the members of the Board at its first regular meeting following the removal.

The Secretary shall keep a voting record of each Board Member. Any Board Member who fails to vote on at least 75% of all Board issues submitted within a 6 month period, shall be automatically removed from the board. Votes abstained for reasons of conflict of interest shall not be included in the 75% calculation.

The Secretary shall keep a record of all meetings attended by each Board Member. Any Board Member who is absent for 3 meetings within a 12 month period, unless excused by a majority of the Board, shall be automatically removed from office.

A Board Member may also be removed from office for dereliction of duty or gross negligence. The Member whose removal has been proposed shall be informed of the reasons for this action by registered mail with a return receipt requested not less than 15 calendar days prior to the vote for removal. Said Board Member shall be proved the opportunity to respond to the Board on the charges either in writing on in person prior to the vote. The accused Board Member is not entitled to vote. Removal from the office requires the affirmative vote of 2/3 of the remaining members of the Board.

SECTION 5. Past President. The Past President (immediate) shall be invited to sit on the Board for 1 additional year after his predecessor has been elected, in order to give counsel and serve as a 'historian' for past Board business. The Past President shall attend Board meetings, at the discretion of the Board, and participate in discussions; however, he shall not be allowed to make motions, nor vote and shall not be counted to determine if a quorum is present at a meeting of the Board. The Past President may decline to serve in this capacity.

ARTICLE IV
The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal and official year shall begin on the 1st day of July and end on the 30th day of June.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of May or June, at which time Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on July 1, no matter the date of the annual meeting. The records of each officer and director shall be turned over by August 1st.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No persons may be a candidate in a Club election who has not been nominated. During the month of January, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of who may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting to within 30 days of notification.

(a) The Committee shall nominate 1 (one) candidate for each vacant office or position on the board, or any appropriate vacancies held by temporary appointees due to losses. After securing the consent of each person so nominated, the Committee Chair shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary, at least four weeks before the annual meeting shall notify each member in writing of the candidates so nominated.

(c) Additional nominations may be sent directly to the club secretary. The individual nominated along with nominating person or group, must sign a document acknowledging acceptance of the nominated position. (The document may be received from secretary or downloaded from club website). No person may be a candidate for more than one position. This information must be at the secretary's residence **two weeks prior to the annual meeting.**

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this

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Section.	ARTICLE V Committees
SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, 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 appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.	
ARTICLE VI Discipline	
SECTION 1. <u>American Kennel Club Suspension.</u> 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.	
SECTION 2. <u>Charges.</u> Any member may prefer charges against a 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 Secretary, together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges 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 bring witnesses if he wishes.	
<p>The Board may also bring charges against a club member for alleged misconduct prejudicial to the best interests of the Club or the breed. If this should occur the Board will deposit \$25 per Board member (which shall be forfeited if the charges are not sustained) to the Secretary. The Board shall then nominate a committee of 3 club members to hear the grievance. The Secretary shall promptly send a copy of the charges to each member of the committee, and 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. If the committee considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the committee entertains jurisdiction of the charges it shall fix a date of a hearing by the committee not less than 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges 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 bring witnesses if he wishes.</p>	
SECTION 3. <u>Disciplinary Action.</u> There are three levels of disciplinary action that may be taken.	
<ul style="list-style-type: none"> a. Letter of reprimand. A letter of reprimand will be sent to the defendant. No member may receive more than one letter of reprimand within a twelve month period without incurring further disciplinary action. b. Suspension. The defendant will be suspended from all privileges of the club for not ore than six months from the date of the hearing. c. Expulsion. If suspension as punishment is deemed insufficient, expulsion of the defendant from the club may be recommended to the membership. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing, and upon the Board's recommendation as provided in Section 5 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed 	

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expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.
SECTION 4. <u>Self-Reporting of a Code of Ethics Violation.</u> If a member self-reports a violation of the MHRC Code of Ethics, there shall be no \$25 deposit requirement. A quorum of the Board will consider the violation and then by a majority vote decide if any disciplinary action should be taken, and if so, which of the three levels as outlined in Section 3 shall be imposed.
SECTION 5. <u>Board Hearing.</u> The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.
ARTICLE VII Amendments
SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.
SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two weeks prior to the date of the meeting.
ARTICLE VIII Dissolution
SECTION 1. <u>Dissolution.</u> The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X Order of Business
SECTION 1. 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 President Report of Secretary Report of Treasurer Report of Committees Election of Officers and Board (at annual meeting) Election of new members 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: Reading of Minutes of last meeting Report of Secretary

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Report of Treasurer
Reports of Committees
Unfinished business
New business
Adjournment

Robert's Rules of Order, Newly Revised, latest edition, shall govern this Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special Rules of Order the Club may adopt