

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

LAST APPROVED BY AKC – January 2020

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; and
- (f) To publish literature and periodicals in the interest of the German Shepherd Dog.

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 three (3) types of membership in an unlimited number; a Regular Membership, a Junior Membership and a Lifetime Membership.

(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.

(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. (Note: On their eighteenth (18th) birthday, a Junior Membership shall automatically be converted to a Regular Membership and granted all rights and privileges of a Regular Membership, including the requirement to pay dues).

(c) Lifetime Membership: Regular members who have had a continuous membership of 40 years. Lifetime members pay no dues but are eligible to vote and hold office.

SECTION 2. Dues. Member's dues shall be paid in advance and shall be payable on or before the first day of January of each year. 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 \$75 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 for the current year.

SECTION 3. Application for and Election to Membership.

(a) Each applicant for membership shall apply on a form as provided 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 the Club's current year's dues with his/her application to the Club to the Membership Chairperson. The endorsement of two members of the GSDCA is required on the application form. The names of the applicants shall be published in The German Shepherd Dog Review ("Review") as soon as possible after the receipt of their application. The applicant will be notified that his/her application has been received. Within sixty (60) days following the publication of the Review magazine in which the name of the applicant is listed, the applicant will be sent a letter granting the applicant all privileges of the Club including the right to vote, enclosing a copy of these By-Laws and a copy of the Standard of the German Shepherd Dog; provided no written objection has been filed with the Membership Chairman. Written and signed objections must be filed within thirty (30) days of the publication of the applicant's name. Publication date will start from the date of the 2nd class mailing receipt. If an objection is filed, a hold will be placed on such person's application pending expeditious investigation by the Membership Chairperson. A report of the Membership Chairperson will be submitted within forty-five (45) days to the Board by the Membership Chairman. The Board will address the report of the Membership Chairperson at the next regularly scheduled meeting of the Board.

(b) If there are objections to an applicant, an affirmative vote of two-thirds (2/3ds) of the Directors present at a meeting of the Board shall be required for membership. A vote on membership applications shall be secret.

(c) Upon election, applicants shall be notified by the Corresponding Secretary or Membership Chairperson and shall receive a membership card, a copy of these By-Laws and a copy of the Standard of the German Shepherd Dog. An applicant who has received a negative vote by the Board 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 by a favorable vote of 75% of the members present. Applicants for membership who have been rejected may not reapply until twelve (12) months after such rejection.

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

(a) By resigning. Any member in good standing, whose dues are current, may resign from the Club upon written notice to the Corresponding Secretary except no members may resign when in debt to the Club. Obligations other than dues will be considered a debt to the Club and must be paid prior to resignation.

(b) By lapsing. A member's membership is considered lapsed if he/she has failed to pay his/her dues for any year by January 1 of such year. 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 such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; 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.

(c) By expulsion. A 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. The Annual Meeting of the Club shall be held in the month of September, October or November in conjunction with the National Specialty if possible. 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 percent (3%), or two hundred (200), of the membership in good standing, whichever is the lesser.

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) Election of 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 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 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 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. Notice of such meeting shall be delivered by mail and/or email, or in any manner prescribed 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) members of the Club in good standing.

SECTION 4. Regular Board Meetings. Regular meetings of the Board shall be held on the last full weekend of January, April, and July and the day 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 or and/or email, or any manner prescribed 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 meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference (including disciplinary hearings) or by any method prescribed by the laws of the State of New York. Items voted on by any method other than in person meetings must be confirmed in writing by the Corresponding Secretary within seven (7) days of such meeting.

For Board business to be conducted by email, video conference or teleconference (including disciplinary hearings);

1. every board member must be provided with the means to participate;
2. a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;

3. a mechanism must be in place to verify that the eligible board members are "listening";
4. all board members must agree to participate in this manner in writing.

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
- (h) New Business
- (a) 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 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 prescribed 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 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 prescribed 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. 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 within sixty (60) days of its delivery to the Board.

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) other 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 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 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 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, upon written 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 Board 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. 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.

SECTION 5. Club Credentials. Use of the Club stationery, past or present, or logos 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 use of such stationery for any purposes other than the official business of this Club.

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 effecting Officers, Directors and certain Committee Chairpersons 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 those 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, which shall be

decided by written secret ballot cast by mail and/or by email 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. 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.

SECTION 3. Annual Election.

(a) At the Annual Meeting for the election of Officers and Directors, the vote 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, 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 any manner prescribed 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 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 any manner prescribed 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, 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 by the laws of the State of New York, to each 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.

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 if election to such office will occur prior to seven (7) years of continuous membership in the Club immediately preceding such election. No person shall be eligible for nomination as a Director if election to such office will occur prior to five (5) years of continuous membership in the Club immediately preceding such election.

ARTICLE VI: COMMITTEES AND CHAIRPERSONS

SECTION 1. Appointment. The Board may each year appoint chairmen 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.

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. 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.

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.

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 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, 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, 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, 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 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 any manner prescribed 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, 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 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 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.