

Constitution

These Bylaws are subject to and governed by the State of Michigan Not-for-Profit Corporation Laws and the Articles of Incorporation of the German Wirehaired Pointer Club of America, Inc. In the event of a direct conflict between the provisions of these bylaws and mandatory provisions of the Michigan State Not-For-Profit Corporation Laws, the Michigan State Not-For-Profit Corporation Act will be controlling.

Article I, Name and Objects

Section 1. The name of the Club shall be the German Wirehaired Pointer Club of America, Inc.

Section 2. The objects of the Club shall be:

- To do all possible to bring the natural qualities of the German Wirehaired Pointer to perfection;
- 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 German Wirehaired Pointers shall be judged;
- To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, field trials, obedience trials and all other events for which the club is eligible under the rules and regulations of the American Kennel Club;
- To conduct sanctioned and licensed specialty shows, field trials and obedience trials under the rules of The American Kennel Club.

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 Bylaws as may be required to carry out these objects.

Article II, Membership

Section 1. Eligibility

- There shall be three types of membership open to all persons twelve years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.
- Single membership available for persons eighteen years of age and older - one vote.
- Household membership - available for persons eighteen years of age and older, includes two persons who legally reside at the same address, each of whom shall have one vote.
- Junior membership – available for persons 12 years of age but less than 18 years of age; non-voting/non-office holding membership which may be converted to regular membership at age eighteen.

Section 2. Dues. Membership dues shall be set by the Board of Directors. A 2/3 affirmative vote of the Board of Directors shall be required to change the dues. Dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer (or membership chair) shall send to each member a statement of dues for the ensuing year. This can be done via email or other methods besides standard mail.

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, the rules of the American Kennel Club and the AKC Code of Sportsmanship. The application shall state the name and address of the applicant. Accompanying the application, the prospective member shall submit a \$5.00 initiation fee and the dues payment for the current year. Applicants may be elected at any meeting of the Board of Directors with an affirmative vote of 2/3 of the Directors present. An applicant who has received a negative vote by the Board may at the request of the applicant be present at the next annual meeting of the club, and the membership may elect such applicant by a favorable vote of 75% of the members present.

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

- 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.
- 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; however, the Board may grant an additional 90 days of grace to such delinquent member 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.
- By expulsion. A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-laws.

Article III, Meetings

Section 1. Club Meetings. The annual meeting of the Club shall be held in conjunction with the combined National Events. Notice of the time and place of the meeting shall be included in the Wire-News immediately preceding the month of August, OR be sent to each member by mail or other means in accordance with Michigan State law no later than forty-five (45) days prior to the meeting. The quorum for the annual meeting shall be 10% of the club members in good standing. Items must be placed on the agenda of the annual meeting that are received by the Secretary thirty (30) days prior to the meeting. The annual elections shall be conducted by mail apart from the annual meeting in accordance with procedures described in Article VI.

Section 2. Special Club meetings. Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by electronic mail, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Written notice as required in accordance of state law of such meeting shall be sent by the Secretary at least fifteen (15) days and no more than thirty (30) days prior to the meeting. The notice of the meeting shall state the time, meeting place and purpose of the meeting and no other Club business may be transacted. The quorum for such meetings shall be 10% of all Club members in good standing.

Article IV, Board Meeting

Section 1. Board meetings. Meeting of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Notice of each such meeting in accordance of state law shall be sent by the Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. Quorum for such a meeting shall be a majority of the Board.

Section 2. The Board may conduct its business by email or by other means agreed upon by a majority of the board

Article V, Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three directors, each Director to be residents of a different club region. All shall be elected for two years from among the members in good standing, as provided in Article VI of these By-laws. No one shall serve more than one Board position at the same time. The Board of Directors shall be responsible for general management of the Club's affairs. All Board Members must be prepared to participate in Board Meetings in person, by phone, by video conference, or by other means approved by the AKC.

Section 2. Duties. The President, Vice-President, Secretary Treasurer and three Regional Directors shall serve in their respective capacities both with regard to the Club and its meetings.

- 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 this Constitution and By-laws.
- The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
- The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, 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 the Constitution and By-laws.
- The Treasurer shall be responsible for collection and receipt of all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and the Treasurer shall report to them at

every meeting the condition of the club's finances and every item of receipt of payment not before reported. At the annual meeting the Treasurer shall render an account of all moneys received and expended during the current year to date. In addition, at the January meeting, a complete financial accounting shall be presented to the Board for the previous fiscal year. Assistants to the treasurer may be appointed by the Board of Directors to manage club business in the absence of the Treasurer and/or to coordinate membership notification and communication. An assistant to the treasurer and secretary, a membership chair, can be appointed by the Board. The Treasurer shall be bonded in such an amount, as the Board of Directors shall determine.

- One director shall represent each of three regions. The regions shall be defined as the eastern (Eastern Time zone), Central (Central time zone) and Western (Mountain and Pacific time zones). Each Regional Director should encourage the formation and growth of local clubs within their region and act as an advocate between the Club members within their region and the GWPCA.
- The AKC Delegate is appointed by the Board of Directors from the general membership in good standing and may or may not be an Officer or Regional Director. The delegate, if not an elected officer or director, is not a member of the board and serves at the discretion of the Board of Directors. The AKC Delegate shall report to the Board all actions and matters discussed at the AKC quarterly delegates' meeting.

Section 3. Vacancies. Any vacancies occurring on the Board of Directors shall be filled by a majority vote of all the then members of the Board, 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. At the next annual election, the membership will elect a duly nominated candidate for any remaining unexpired term created by that vacancy.

Article VI, The Club Year, 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 coincide with its fiscal year.

Section 2. Annual Meeting. At the annual meeting or at special meetings of the Club, voting shall be limited to members in good standing in attendance.

Section 3. The election of Officers and Directors shall be conducted by ballot. Ballots to be valid must be cast by mail postmarked prior to November 15 in each year. Ballots shall be counted by an independent professional firm as designated by the

Board of Directors and the results announced not later than November 25 in each year. If any nominee-elect is unable to serve for any reason, such nominee-elect shall resign and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article IV, Section 3.

Section 4. Nominations. 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 of Directors before June 1 in each year. The Committee shall consist of five members in good standing, no more than one of which shall be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by email or by other means that allows all members of the committee to participate in committee business.

- The Nominating Committee shall nominate from among the members of the Club in good standing who are residents of the United States of America, one candidate for each office and shall procure the acceptance of each nominee so chosen. A candidate for Regional Director must reside in the region they will represent. The Committee shall then submit its slate of candidates to the Secretary before July 1, who shall have the slate published in the Wire-News prior to August, or if no issue is forthcoming, the list shall be mailed or otherwise delivered to each member of the Club not later than August 15 in each year so that additional nominations may be made by the members if they so desire.
- Additional nominations may be made by written petition addressed to the Secretary and received at the Secretary's regular address not later than September 15 in each year, signed by five members and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate.
- If no valid additional nominations are received by the Secretary on or before September 15, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- If one or more valid additional nominations are received by the Secretary on or before September 15, the Secretary shall, on or before October 1, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order. So that the ballot may remain secret, each shall be marked by the voter and sealed in a blank envelope, which in turn is placed in a second envelope bearing the name of the voter. The inspectors of election shall check the returns against the list of members in good standing prior to removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting.

- Nominations cannot be made at the annual meeting or in any manner other than as provided above.
- No more than two officers, with the exception of the office of President, shall be elected from the same region. Regional Directors shall not be considered officers.

Article VII, Committees

Section 1. The Board may each year appoint standing committees to advance work of the Club in such matters as dog shows, field trials, 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 appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

Article VIII, 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.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or of the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained. 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 or the breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or the breed, 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 of not less than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if the defendant wishes, or (a) that the defendant respond in writing, so long as the response is received by the Secretary prior to the hearing or (b) the defendant may send a representative to speak in the defendant's behalf.

Section 3. Board Hearing. Should 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, or until the next annual meeting if 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 fellow members at the ensuing annual meeting, which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in their own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members present at the annual meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

Article IX, Amendments

Section 1. Amendments to the Constitution and By-laws and breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) 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 (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and By-laws may be amended at any time, provided a copy of the proposed amendment has been mailed via USPS by the Secretary to each member accompanied by a ballot on which the member may indicate their choice for or against the action to be taken. The notice 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 independent professional firm determined by the Board of Directors. Voting to amend any part of the Constitution and By-laws shall take place by mail. The favorable vote of 2/3 of the responding members in good standing shall be required to affect any such amendment.

Section 3. The Breed Standard may be amended only in accordance with the following procedures:

- Any proposal to amend the Breed Standard received by the Secretary shall be reviewed by a Breed Standard committee appointed by the Board of Directors.
- The Breed Standard Committee shall report its recommendations on such proposal(s) to the Officers and Board of Directors, which group shall also review the proposals(s) and report its recommendations to the membership.
- A favorable vote of 2/3 of the responding members in good standing shall be required to affect any such amendment to the standard of the breed. Voting shall be conducted in accordance with the procedures used to amend the Constitution and By-laws (Article IX , Section 2).

Section 4. No amendment to the Constitution and By-laws or Breed Standard shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

Article X, Dissolution

Section 1. 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, such organization to be selected by the Board of Directors.

Article XI, 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 Board
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Presentation of Awards
- Unfinished Business

- Election to membership
- 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
- Report of Treasurer
- Report of Committees
- Unfinished Business
- Election to membership
- New Business
- Adjournment

Section 3. Subject to these Constitution and By-laws, all business of the Club shall be governed by Robert's Rules of Order, Newly Revised.

11/29/2021