

BY-LAWS

The undersigned, as incorporators and the first Board of Directors of MINNESOTA PUREBRED DOG BREEDERS ASSOCIATION, do hereby adopt the following By-Laws for such organization:

Article I - Offices

The principle office of the corporation in the State of Minnesota shall be located in the City of Minneapolis, County of Hennepin. The corporation may have such other offices, either within or without the State of Minnesota as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Minnesota a registered office, and a registered agent whose office is identical with such registered office, as required by the Minnesota Non-Profit Corporation Act.

The registered office may be, but need not be, identical to the principal office on file in the Secretary of State's Office, State of Minnesota, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II - Membership

Section 1. Eligibility. The corporation shall have four types of memberships as follows:

- (a) Individual or family members (type 1)
- (b) Obedience / Training Clubs, Breed Specialty Clubs, All Breed Kennel Clubs, and Independent dog fancier organizations (type 2)
- (c) Commercial organizations (type 3)
- (d) Honorary members (type 4)

all of whom must, where applicable, be in good standing with the AKC or any other national or international kennel club we so designate, be officially

recognized by their respective kennel club, and must subscribe to and support the Constitution of this Corporation and the By-Laws, and who further agree to abide by the Code of Ethics and minimum standards of this corporation.

Applicants agree to assume such responsibility for dogs co-owned by them, their spouses or legal partners, other household occupants, and any other type of legal binding ownership combinations.

Section 2. Dues. Membership dues shall be as follows:

- (a) Type 1 - \$25 individual /\$30 family per year
- (b) Type 2 - \$40.00 per year
- (c) Type 3 - \$40.00 per year
- (d) Type 4 - None

or as otherwise established by the Board of Directors.

Dues shall be payable on or before the first day of May of each year. No member may vote whose dues are not paid for the current year. By the end of March of each year, the Treasurer shall send to each member, the first statement of dues for the ensuing year.

Section 3. Election to Membership.

Each applicant for type 1, type 2, or type 3 membership shall apply on an application form approved by the Board of Directors.

The application shall provide that the applicant agrees to abide by the Constitution, By-Laws and Code of Ethics of this Corporation. The application must be signed by two sponsors who are members in good standing with the corporation who are not related to the applicant or each other.

The prospective member shall submit the application and first year's dues to the membership committee. The membership committee shall review the application and give its recommendation to the Board of Directors. Applicants shall be elected by the Board of Directors present at the properly convened

Board of Directors meeting, or by a vote of the Board of Directors taken by a written ballot through the mail.

Election to membership is approved upon published notice of an application in 2 consecutive months' newsletters and a subsequent acceptance vote by a simple majority of the Board at their next monthly meeting, except that it shall take three Directors to veto.

Lacking a vote for approval, the applicant shall be notified within 10 days of the vote of the reason(s) and given an opportunity to discuss those with the Board for requirements for resolution.

An applicant who has not been approved must also be given written notice within 10 days of the vote stating the reasons for lack of approval. The notice must be sent by registered mail. The applicant will be given 30 days from the date of the written notice to resolve the issues causing lack of approval.

If the applicant does not respond within those 30 days or does not resolve the issues to the satisfaction of the Board, the application will be returned to the applicant. An applicant who has not resolved the issues causing non-approval cannot re-apply for a period of six months from the final vote of the Board.

Honorary type 4 memberships shall be conferred upon such persons as the Directors may deem deserving of special recognition for service to the Corporation and purebred dogs, and shall endure for the lifetime of that person.

Section 4. Termination of Membership.

Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from this Corporation upon written notice to the Secretary.
- (b) By lapsing. A

membership shall be considered lapsed and terminated if such member's dues remain unpaid 45 days after the first day of the fiscal year. In no case may a person whose dues are unpaid as of the date of any corporation meeting be entitled to vote at that meeting.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

Section 5. Voting Rights. Each membership, regardless of type, and in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited and voting by proxy shall not be permitted.

Article III - Meetings

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held within the first two months of the calendar year at a place and time designated by the Board of Directors.

Written notice of the annual meeting shall be postal or electronic mailed by the Secretary to each member at least 20 days, but no more than 30 days prior to the meeting.

Section 2. Special Meetings. Special Corporation 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 postal or electronic mail, and shall be called by the Secretary upon receipt of a petition signed by ten members of the Corporation 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.

Written notice of the meeting shall be mailed by the Secretary at least 20 days but not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of

the meeting and no other corporation business may be transacted at that special meeting.

Section 3. Board Meetings. The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by a majority of the entire Board.

Written notice of each meeting and the planned agenda shall be sent by the Secretary via post office mail or electronic mail to each member of the Board at least 14 days prior to the date of the meeting.

Section 4. Quorum. The quorum for a Board Meeting shall be the majority of the Directors.

At all membership meetings of the Corporation, those members present shall constitute a quorum.

Article IV - Directors, Officers, Club and Organization Representatives

Section 1. Management. The management of the corporation shall be entrusted to the Board of Directors.

Section 2. Board of Directors. The Board of Directors shall be comprised of seven to thirteen members (7 – 13) who shall be elected at the annual meeting from among type 1 members of the Corporation.

For the first Board of Directors and first Board only, seven (7) Directors shall serve for two years, and six (6) for one year. And only thereafter, all terms shall be for two years with 50% of the board members elected on even numbered years, and 51% of the board members elected on odd numbered years.

Any Director missing four regular Board meetings in an official annual year as defined in Article III, Section I., shall automatically be relieved from the Board. The Board may reinstate a Director

who has been dropped for non-attendance, by a motion approved by 3/4 of the Directors present, but such action must be taken no later than the next regular Board meeting following the 4th absence.

Section 3. Officers. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors, each officer to be selected from the Board.

Election of officers shall be held at the first meeting of the Board immediately following the annual meeting and they shall serve until their replacements are duly elected. Officers of the corporation may succeed themselves in the same capacity for no more than four years.

The officers shall serve in their respective capacities both with regard to the corporation and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the corporation and of the Board and shall be responsible for day to day operation of the corporation and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.

(b) In the case of the President's death, absence or incapacity, as determined and verified by the Board, the Vice-President shall assume the duties and exercise the powers of the President and if the replaced President's absence shall be permanent, the Board from its members shall elect a new Vice-President for the unexpired term.

(c) The Secretary shall keep a record of all meetings of the Corporation and of the Board and of all votes taken by mail and of all matters of which a record be ordered by the Corporation.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Corporation.

S/he shall keep a record of all monetary transactions and shall deposit all moneys in a bank approved by the Board in the name of the Corporation.

The Treasurer's books shall at all times, be open to the inspection of the Board and s/he shall report to them at every regular meeting the condition of the Corporation's finances.

At the annual meeting, s/he shall render an account of all money's received and expended during the preceding annual year.

The Treasurer shall be bonded in an amount to be determined by the Board of Directors, the cost of the bond to be paid by the corporation.

(e) The Board of Directors shall appoint such other officers from the type 1 members as it deems necessary.

Section 4. Club and Organization Representatives. Each type 2 kennel, breed or training dog club, and type 3 organization approved as a member of the Corporation shall assign a representative of their club or organization as a delegate to the Corporation.

Delegates shall act as a liaison to the Board and provide a focal point for communication between the Corporation and their member club or organization.

The Corporation Secretary shall notify each delegate of all Board and Corporation meetings in accordance with Article III of the By-Laws, except that delegates shall not be permitted to attend meetings or portions of meetings dealing with discipline as provided in Article VII, Section 3. The Corporation shall not exercise any control over the delegate

assigned by the member clubs or organizations except that these delegates shall be required to vacate such positions if elected to the Board. The Corporation shall not exercise any control or restriction on the delegate term of office.

Section 5. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board. The Board replacements shall be selected from among the type 1 members of the Corporation.

Section 6. Expenses. Expenses incurred by the corporation officials while on official Corporation business shall be reimbursed when an accounting of such expenses is submitted on an approved expense report form approved by the Board.

Article V - Corporation Year, Voting, Nominations, Elections

Section 1. Corporation Year. The Corporation's fiscal year shall begin the 1st day of April and end on the 31st day of March.

The Corporation's official year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election at the next annual meeting.

Each retiring officer shall turn over to his successor in office, all properties and records relating to that office within 30 days after the election.

Section 2. Voting. At the annual meeting or at a special meeting of the Corporation, voting on all matters shall be limited to those members in good standing who are present at the meeting except for the annual election of Directors, and amendments to the Constitution and By-Laws which shall be decided by written ballot cast by postal mail.

Section 3. Annual Election. At the annual meeting, the election of the Directors shall be conducted by postal mail ballot.

Ballots to be valid, must be received by the Secretary before the opening of the annual meeting. Ballots shall be counted by three inspectors of election to be chosen by the Board of Directors.

The persons receiving the largest number of votes shall be declared elected. If any nominees at the time of the meeting are unable to serve for any reason, such nominees shall not be elected and the next persons receiving the most votes shall be declared elected. If any vacancy remains, the Board shall fill the vacancies in accordance with Article IV, Section 5.

Section 4. Nominations and Ballots. No person may be a candidate in an election who has not been nominated in accordance with these By-Laws.

A nominating Committee selected by the Board shall consist of three members, all of which are in good standing. No more than one (1) Director may serve on this Committee.

The Nominating Committee may conduct its business by postal or electronic mail or by telephone.

The Nominating Committee shall be selected no later than November 1 of each year.

(a) The Nominating Committee shall nominate from among the eligible members of the Corporation, no less than one candidate for each directorship being vacated. The committee shall then submit its slate of candidates to the Secretary. The Secretary shall send by postal or electronic mail the list to each member of the Corporation on or before December 1 of each year so that additional nominations may be made by the members if they desire.

(b) Additional nominations of eligible members may be made by written petition signed by at least five members in good standing addressed to the Secretary and received at his regular address on or before January 1, signed and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate.

(c) If one or more valid additional nominations are received by the Secretary on or before January 1, the Secretary shall, on or before January 15, send by postal mail to each member in good standing, a ballot. The ballot shall list all the nominees in good standing for each position in alphabetical order, together with a return envelope addressed to the Secretary marked - BALLOT- and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to opening the envelopes and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the annual meeting.

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

Article VI - Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Corporation in such matters as deemed appropriate 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 Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

Article VII - Discipline

Section 1. Kennel Club Suspension.

Any member of the Corporation who is suspended from privileges of their respective Kennel Club(s) shall automatically be suspended from the privileges of this Corporation for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Corporation. Charges or grievances for alleged misconduct may also be brought against members by the general public.

In either instance, written charges with specifications must be filed in duplicate with the Secretary along with a fee of \$20.00. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall first consider whether the actions alleged in the charges if proven, might constitute conduct prejudicial to the best interests of the Corporation. It may refuse to entertain jurisdiction of the charges. It may appoint or act itself as a committee for the purpose of investigating or hearing matters of discipline, and call such a hearing to meet not less than three weeks, nor more than six weeks thereafter.

The Secretary shall promptly send by registered mail one copy of the charges to the accused member together with a notice of the hearing and an assurance that the defendant may, if s/he wishes, personally appear in her/his own defense and bring witnesses or file a written petition on her/his behalf. In the event the accused member resigns due to charges filed, the \$20.00 fee shall be returned to the complainant

member. If the charges prove to be false, the Corporation shall retain the \$20.00 for its use.

Section 3. Committee Hearing.

Since charges or complaints are properly exclusive business of the Grievance Committee, these hearings will be closed to all except the invitees of the Board and Committee. The Committee shall have complete authority to decide whether counsel may attend the hearing, but both complaint and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony, the Committee may by majority vote, suspend the defendant from all privileges of the Corporation. Suspension may be for not more than six (6) months from the date of the hearing, except that if the Committee deems that punishment insufficient, it may recommend to the Board that the penalty be more severe. In such case, the Committee decision shall not restrict the defendant's right to appear before the Board at the ensuing Board meeting which will consider that recommendation. The Secretary shall notify each of the parties of the decision and penalty, if any. The Board must consider an expulsion recommendation within 30 days of the Committee hearing.

Section 4. Expulsion. Expulsion of a member from the corporation may be accomplished only upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The Board shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those Board members present and voting shall be necessary for expulsion. If expulsion is not voted, the suspension shall stand.

Article VIII - Amendments

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board or by written petition addressed to the

Secretary signed by ten members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and shall 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.

Election of New Members
New Business
Adjournment
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Section 2. The By-Laws of the Corporation may be amended at any time provided a copy of each proposed amendment has been mailed by the Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballot must be returned to the Secretary to be counted. The favorable vote of three-fourths of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

Article IX - Order of Business

Section 1. At meetings of the Corporation, 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 Board Actions
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of the Board members
- Acceptance 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 President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business