

MINNESOTA DACHSHUND CLUB, INC.
BYLAWS

As Amended: August 1, 2010

(Note: Sections addressing Director and Officer elections and Annual Meeting will take effect in 2011)

ARTICLE I
Membership

SECTION 1. There are three classes of membership open to persons who are in good standing with the American Kennel Club (AKC), and who subscribe to the purposes of the Minnesota Dachshund Club, Inc. ("Club"):

- a. Regular membership:** Open to persons 18 years of age and older, and who are citizens and residents of the United States. Two persons who reside in the same household may join as individual members or as a household, subject to payment of dues as provided in Section 2 of this Article.
- b. Foreign membership:** Open to persons 18 years of age and older who are not citizens and residents of the United States. Foreign members cannot vote or hold office, and do not count in the determination of quorum.
- c. Junior membership:** Open to persons under 18 years of age who are citizens and residents of the United States. Persons under 18 years of age may join as individuals, or may join with a member of their immediate family (as defined under AKC rules) as though members of the same household, regardless of actual residence. Junior members may not vote or hold office, and do not count in the determination of a quorum.

While membership is to be unrestricted as to state of residence, the Club's primary purpose is to be representative of the breeders, exhibitors, and other Dachshund fanciers in and around Minnesota.

SECTION 2. Dues. Annual membership dues shall be \$15 for individuals and \$20 for two persons who join as a family or household, or such other amount set by the Board of Directors ("Board"), payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current calendar year. By November 30, a notice shall be sent to each member by postal mail or electronic mail stating the dues payable for the following year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Club's Articles of Incorporation, these bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant; shall describe the applicant's interests and experience in the dog fancy; and shall be endorsed by one or more members of the club. Accompanying the application the prospective member shall submit dues payment for the current year. Persons whose membership is approved on or after October 1 will be considered members for the balance of that year and for the following calendar year.

All applications are to be filed with the Secretary and each application is to be presented at the first Board meeting following its receipt. An applicant shall be accepted as a member upon a majority vote of the Board of Directors. At its discretion, the Board may defer action on an application pending the submission of additional information relating to the applicant's interest and experience in the dog fancy. Persons whose applications are rejected may not re-apply within six months after such rejection.

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

- a.** by resignation. Any member may resign from the Club upon written notice to the Secretary.
- b.** by lapsing. A membership will be considered as lapsed and automatically terminated if such

member's dues remain unpaid 30 days after the start of the membership year.

c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

SECTION 5. Consent to Receive Notices by Electronic Mail. Each member shall be given the opportunity to indicate the choice of receiving notice of meetings, or of other club matters, by postal mail or electronic mail. This option may be included on the application form, or may be offered to members subsequent to their election to membership by notice to the Secretary. It is the responsibility of each member to provide the secretary with a postal mailing address, and optionally an e-mail address, and to indicate whether the member will accept official notices regarding club business by electronic mail, where such is permitted by these Bylaws.

ARTICLE II Meetings and Voting

SECTION 1. Meetings. Meetings of the Club shall be held in the region served by the Club at least twice in each calendar year at such place, date and hour as may be designated by the Board. Written notice of each such meeting shall be sent by the Secretary, by postal mail or electronic mail, at least 14 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 Meetings. 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 region served by the Club 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 a meeting shall be sent by the Secretary, by postal mail or electronic mail as the member has designated, at least 5 days and not more than 30 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 in the region served by the Club at least quarterly at such place, date and hour as may be designated by the Board and may be held by assembly or by teleconference. Notice of such meeting shall be given in writing, or by telephone or electronic mail. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. 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. A written request for the call of a special meeting of the Board may be submitted to the Secretary by electronic mail. Such special meetings shall be held in the region served by the Club at such place, date and hour as may be designated by the person authorized herein to call such meeting, and may held by assembly or by teleconference. Notice of such meeting shall be provided by the Secretary at least 3 days and not more than 30 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 5. Voting. Each regular 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 the member is present, except that members under 18 years of age may not vote in an election for officers or directors of the Club. Cumulative and/or proxy voting will not be permitted at any Club meeting or election.

ARTICLE III
Directors and
Officers

SECTION 1. Board of Directors. 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 and 18 years of age or older, and all of whom shall be elected for one-year terms as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board 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 associated with the office of President in addition to those particularly specified in these bylaws.

b. The Vice President shall have the duties and exercise the powers of the President in case of the President's 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. The Secretary 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 bylaws.

d. The Treasurer shall collect and receive all monies due or belonging to the Club, which shall be deposited in a bank designated by the Board in the name of the Club. The Treasurer's records shall at all times be open to inspection of the Board, and there shall be a report made at each meeting of the Board and of the Club as to the condition of the Club's finances and every item of receipt or payment not previously reported.

e. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and six directors.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the occurrence of such vacancy, or at a Special Board Meeting called for that purpose.

ARTICLE IV
The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year and membership year shall begin on the 1st day of January and end on the last day of December.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held in conjunction with the Club's Specialty Show at a place, date and hour designated by the Board of Directors. Notice of the annual meeting shall be sent electronically by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be twenty percent (20%) of the members in good standing, including at least one (1) executive officer (President, Vice President, Secretary, or Treasurer).

SECTION 3. Nominations. On or before June 1, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before July 15.

a. The Committee shall nominate one candidate for each office and position on the Board, and, after securing the consent of each person so nominated, report their nominations to the Secretary by postal mail or electronic mail by September 1. The Committee shall also notify each of the nominees of their respective nominations by postal mail or electronic mail by September 1.

b. Additional nominations may be made on or before September 15th by providing the Secretary with a written nomination signed by at least two Club members and reflecting the proposed candidate's willingness to be a candidate. No person may be a candidate for more than one position.

c. Nominations cannot be made in any manner other than as provided in this Section.

SECTION 4. Elections. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. The Secretary shall prepare and mail ballots to the members by October 1. Ballots shall be cast by postal mail, postmarked by October 20, and sent to the Secretary, who shall count the ballots and report the results to the membership by October 31. If there is an uncontested officer or director position, the nominees shall be declared elected when the balloting period closes. Where there is more than one nominee for a position, the candidate receiving the greatest number of votes for each position shall be declared elected. Officers and directors shall take office on January 1. Each retiring Officer and Director shall turn over to his/her successor in office all property and records relating to that office by December 15. Officers and Directors who resign from the Board during the operating year shall return all property and records of the Club to the Board within 30 days of leaving such position.

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, field trials, earthdog tests, trophies, membership, fundraising, 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. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period, commencing on the date AKC publishes notice of the suspension.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed with the Secretary together with a deposit of \$10 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 for 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 determines 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 for a hearing by the Board no less than 3 weeks nor more than 6 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 his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. 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 its full membership 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 the membership at the ensuing Club 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 a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within 60 days but no earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Club's Articles of Incorporation and these bylaws 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 by the Secretary with recommendations of the Board for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Club's Articles of incorporation and these bylaws may be amended by a vote of 2/3 of the members voting on the proposed amendment. The Secretary shall provide notice of the proposed amendment(s) to the members in writing by postal or electronic mail. A membership meeting shall be held to discuss the proposed amendment(s) prior to voting on them. Voting shall be conducted by written ballot. The Secretary shall mail to each member a form for casting a vote for each of the proposed amendments. Such notice shall be mailed to the members at least two weeks but not more than four weeks before the date the ballots are due. An amendment shall be adopted if approved by at least 2/3 of the members voting on the proposal. The Secretary shall report the results of the balloting to the members within 10 days of the deadline for voting.

ARTICLE VIII

Dissolution

SECTION 1. Dissolution. 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 IX 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 Reports of
Committees
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:

Roll Call
Reading of minutes of last
meeting Report of Secretary
Report of Treasurer Reports of
Committees Unfinished business
New business Action on
membership applications
Adjournment

SECTION 3. Except as otherwise provided in the Club's Articles of Incorporation or these bylaws, Roberts Rules of Order, Revised shall govern in all cases to which they are applicable.