



Constitution

July 26, 2024

Article I Name and Objects Section

Section 1. The name of the Club shall be German Shorthaired Pointer Club of Middle Tennessee (GSPCMTN).

Section 2. The objectives of the Club shall be:

- (a) To encourage high standards in breeding for health, temperament, hunting ability and conformation and to promote interest in training the German Shorthaired Pointer (GSP) for American Kennel Club (AKC) events/activities and as a personal companion.
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which German Shorthaired Pointers shall be judged.
- (c) To do all in its power to protect and advance the interests of the Club through sportsmanlike conduct by the members exhibiting fair play, honesty, courtesy, and vigorous competition, as well as winning and losing with grace at all competitive and non-competitive events and activities.
- (d) To encourage the following events as supported by the general membership of the Club under the rules and regulations of the American Kennel Club, including but not limited to:
Sanctioned Matches, Conformation Shows, Obedience Trials, Agility Trials, Tracking Tests, Hunting Tests, Field Trials, Rally Trials, Scent Trials, Fast Cat Trials, Water Retrieving Tests, and Barn Hunts.

Section 3. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to any members, officers, directors, or any other private persons, except that the GSPCMTN shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on the furtherance of the purposes set forth in the Constitution or in Article 1 of the Bylaws.

Section 4. The members of the club shall adopt and may from to time revise such bylaws as may be required to carry out these objectives.

Bylaws

Article I Membership

Section 1. Eligibility: There shall be four types of membership open to all persons who are in good standing with the AKC and who subscribe to the purposes of this Club.

Individual Membership: is for those 18 and older who will enjoy all privileges of the Club including voting and holding office. It is for those members who intend to attend club meetings and events on a regular basis and desire to be an active member.

Family Membership: is for two adults (18 and older) living in the same household. Both will enjoy all the privileges of the Club, including holding office and each individual is entitled to a separate vote. It is for those members who intend to attend club meetings and events on a regular basis and desire to be an active member.

Associate Membership: is for those 18 and older who will enjoy all the privileges of the Club, except voting and holding office and does not count in the determination of a quorum. For individuals who cannot attend club meetings and events on a regular basis.

Junior Membership: is for youth ages 9 up to 18 years old. Junior Members are not afforded the right to vote or hold office but are allowed to participate in events according to AKC rules and voice their opinions at meetings.

Section 2. Dues: Membership dues shall not exceed \$75.00 per year. Individual Membership dues are \$25.00 per year. Family Membership dues are \$35.00 per year. Associate member dues are \$10.00 per person per year. Junior members are free. The Club may reduce or increase dues as appropriate. These dues shall be payable on or before the 1st day of January each year. No member shall vote whose dues are not paid for the current year. The Secretary, or Membership Chair if one is designated, shall send to each member a statement of dues for the ensuing year during the month of November. New membership dues paid from October through December of any given year will roll over to the following year.

Section 3. Election to GSPCMTN Membership: Each applicant for membership shall apply on a form as approved by the Board which shall provide that the applicant agrees to abide by the GSPCMTN constitution and bylaws and

the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be submitted to the Secretary or Membership Chair (if one has been designated) and the Secretary/Membership Chair shall email the new applications to the membership. Any objections to the acceptance of this new applicant (by any voting or associate member) shall be in writing and signed and sent to the Secretary/Membership Chair within 14 days of receipt. If there is objection, the application in question shall be reviewed by the Board and shall be presented to the membership with the Board's recommendations at the next meeting. If no objection is raised within that time, the applicant(s) will be accepted as an Associate Member. To become a full voting member of the club, these members are required to support a club event within twelve months following the date of application. Once a new Associate Member has fulfilled the support requirement, they will be voted on at the next club meeting to become a voting member, if so desired. If full voting membership is approved, voting rights will be effective upon payment of the additional dues. If they do not fulfill the support requirement within that year, they will remain an associate member until they do so. The vote to approve the new member must be affirmed by 2/3s of the voting members present at that meeting. Applicants for membership who have been rejected by the club may not reapply for six months after such rejection.

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

(a) By Resignation: Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) By Expulsion: A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II
Meetings and Voting

Section 1. Club Meetings: Meetings of the Club shall be held as frequently as necessary by methods such as electronic, virtual, teleconference, in person, or any combination at such date, hour, method as designated by the Board within

the greater Nashville, TN area. Written notice of each such meeting shall be emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

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 and voting at any regular or special meetings 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 electronic, virtual, teleconference, or in person as designated by the Board. The date and hour will be appointed by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be emailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings: Meetings of the Board shall be held as needed at such hour and method as may be designated by the Board. Written notice of each such meeting shall be emailed by the Secretary at least five days but not more than 10 prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board present at the meeting.

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 an email request signed by at least three members of the Board. Such special meetings shall be electronic, virtual, teleconference or methods as designated by the Board, and held on the date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be emailed by the Secretary to all Board members. It shall clearly state the purpose of such meeting, and after receiving a response from all its members, and confirming the availability of the majority, the Board may assemble at any time in case of urgency. The quorum for such a meeting shall be a majority of the Board members present.

Section 5. Voting: Each member qualified to be a voting member as described in Article 1, Section 1 and 3, in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

Article III

Directors and Officers

Section 1. Board: The Board shall be composed of the officers and three (3) other persons, all of whom shall be members in good standing and all of whom

shall be elected for one-year terms at the Club's annual meeting as provided in Article IV or shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board. If formal disciplinary procedures are required, an officer can only be removed for cause, that is, misconduct or neglect of duty in office. (See Article VI Discipline, Section 2)

Section 2. Officers: The Club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both regarding the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify newly elected Board Members of their election to office. The Secretary shall keep a roll of the members of the Club with their contact information so he/she may carry out such other duties as are prescribed in these Bylaws. If needed, the Secretary shall appoint a Membership Chair to assist with the membership list and duties.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club and provide a receipt thereof. Monies shall be deposited in a bank satisfactory to the Board in accounts standing in the name of this organization. The Treasurer's books shall always be open to inspection of the Board and the general membership. The Treasurer shall reconcile the bank statement monthly and report to the Board and the general membership the financial condition of the Club and an account of all monies received and expended at each meeting, to include all applicable reconciliations since. When the office of Treasurer changes hands, an audit shall be performed by the outgoing Treasurer, the newly elected Treasurer, and the Club President.

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 Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. 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.

Article IV:
The Club Year, Annual Meeting, Elections

Section 1. Club Year: The club's fiscal year shall begin on the first day of January and end on the last day of December.

Section 2. Annual Meeting: The annual meeting shall be held in the month of December, at which the Board consisting of the Officers and three other persons, will be elected by secret ballot from among those nominated in accordance with Section 3 of this article. Voting shall be in person and electronic by voting members who are present at the annual meeting in person or attending the meeting electronically. Electronic voting shall be open for four days prior to the beginning of the Annual meeting. Election results will be announced after the in person and electronic results are verified by the Tally Committee and announced for the ensuing year during the annual meeting. Newly elected Board members shall take office on the first day of January. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty days after the election.

Section 3. Nominations: No person may be a candidate in a Club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before November 1st. (a) The committee shall nominate one candidate for each office and for positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing or email. (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the November meeting, notify each member via email of the candidates so nominated. (c) Additional nominations may be made from the floor at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 4. Elections: After the verification of the results by the Teller's Committee, the nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Article V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

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. Board may appoint successors to those persons whose services have been terminated.

Article VI Discipline

Section 1.

AKC Suspension: Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

Section 2.

Charges: An individual member, including the Board, may prefer charges against another individual member or Board member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board (\$25) which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member 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 Club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board, or a committee appointed by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

Section 3. Board Hearing: If the Board has a hearing, the Board or a committee appointed by the Board may hear the Charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and

testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the Club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee 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 or the Board's appointed committee's decision and penalty, if any.

Section 4.

Expulsion: The members shall vote by secret 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 so voted, the Board's suspension shall stand.

Article VII Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary or at a special meeting called for that purpose.

Section 2.

The Constitution and Bylaws may be amended by a 2/3-secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent via email to each member at least two weeks prior to the date of the meeting. No amendment to the constitution bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

Article VIII Dissolution

Section 1. The club may be dissolved at any time by written consent or email response of not less than 2/3 of the members in good standing. 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.

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
Reading the Minutes of the last meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Report of Committees
Election of the Board (Annual Meeting)
Election and welcome 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 the Minutes of the last meeting
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

Article X

Parliamentary 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 Bylaws and any other special rules of order the Club may adopt.