

ARIZONA TOY DOG FANCIERS, LLC

CONSTITUTION

Article I

NAMES AND OBJECTS

SECTION 1. The name of the Club shall be Arizona Toy Dog Fanciers, LLC

SECTION 2. The objects of the Club shall be

- (a) To encourage and promote the breeding of purebred Toy Dogs and to do all that is possible to bring their natural qualities to perfection
- (b) To urge members and breeders to accept the standards of the breeds as approved by the American Kennel Club as the only standard of excellence by which the breeds shall be judged
- (c) To do all in its power to protect and advance the interest of all toy breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows and obedience trials
- (d) To conduct sanctioned matches, licensed shows, obedience trials and agility trials under the rules and regulations 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 by-laws as may be required to carry out these objects.

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1. Eligibility. There shall be two types of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- (a) Regular: Any person who has reached his 18th birthday may be a regular member with full voting privileges.

(b) Junior: Any person under 18 years of age may be a junior member with all the privileges of regular membership except voting rights and office holding.

While membership is to be restricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall be proposed by the Board of Directors and submitted in writing to the members for a vote. Affirmative votes of 2/3 of the members present and voting at the next meeting shall be required. An uppermost limit of \$50.00 shall apply to both types of membership. 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 shall send to each member a statement of his dues for the ensuing year.

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 by-laws 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 two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications shall be filed with the Secretary for processing and be read at the two following meetings, after which, the names will be included in the notice for the following meeting. The application will be voted upon by secret ballot of the members present and voting. Affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant. The Board of Directors may make a recommendation on every application.

Applicants for membership that have been 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 in good standing may resign from the Club upon written notice to the Recording 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.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such members 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 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.

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

ARTICLE II

MEETINGS AND VOTING

SECTION 1. Club Meetings. Meetings of the Club shall be held in the City of Phoenix, Arizona (or within the greater Phoenix area,) on the ~~4th~~ 2nd Wednesday of every month, except for the months of July and August at such hour and place as may be designated by the Board of Directors. Written notice of meetings shall be mailed by the Recording Secretary at least 5 days and not more than 10 days prior to the date of each meeting. Written notice in the Club Newsletter provided the Newsletter is mailed first class is acceptable notice. The quorum for such meetings shall be 20% 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 who are present and voting at any regular or special meeting of the Board, and shall be called by the Recording 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 city of Phoenix, Arizona (or within the greater Phoenix area), 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 mailed by the Recording Secretary at least five days and not more than 10 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. A 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 City of Phoenix, Arizona (or within the greater Phoenix area) at such time designated by a majority vote of the entire Board. Written notice of meetings shall be mailed by the Recording Secretary at least five days and not more than 10 days prior to the date of the meeting. Written notice in the Club Newsletter provided the Newsletter is mailed first class is acceptable notice. The quorum for such a meeting shall be a majority of the Board. Board meetings will be held each month.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the City of Phoenix, Arizona (or within the greater Phoenix area) at such place, date and hour designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Recording Secretary at least five days and not more than 10 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. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each 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 he is present. Proxy voting will not be permitted at any club meeting or election. Good standing is defined as being in good standing with the AKC.

ARTICLE III

DIRECTORS AND OFFICERS

SECTION 1. Board Of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and Immediate Past President and three other persons all of whom shall be members in good standing and each of who shall have one vote at any Board Meeting. With the exception of the Immediate past President, all shall be elected for one year terms at the Club's annual meeting as provided in Article V, 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 meeting of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these by-laws. He/she shall be a member ex officio of all committees except the nomination committee.

(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. He 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 by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The treasurer may be bonded in such amount as the Board of Directors shall determine.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation 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 shall begin on the 1st day of January and end on the 31st day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of December, at which officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office upon the 1st day of January in the ensuing year and each retiring officer shall turn over to his successor in office all properties and records relating to that office prior to January 1 of the ensuing year after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September, 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 may immediately notify the committee and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before October 1st. All nominees shall be regular members in good standing.

(a) The nominating Committee shall nominate from among the eligible members of the club, one candidate for each office and for each other position on the Board of Directors, and after securing the consent of

each person nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before October 15th notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nomination Committee.

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

ARTICLE V COMMITTEES

SECTION I. Appointment of Committees. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, 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. Termination of Committees. 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 VI 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. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$20.00 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 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 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 not less than three

(3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his 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 as a majority vote of those present vote to reprimand the defendant or to 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 his fellow members at the ensuing Club meeting which has reached a decision, its findings 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his 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 own behalf if he wishes. The members 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 so voted, the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

SECTION 1. Proposal of Amendments to the Constitution and By-Laws. Amendments to the By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary 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 the recommendation of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. Amendments to the Constitution and By-Laws. 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 mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII 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 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
Election of officers and board (at annual meeting)
Election 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 Secretary
Report of Treasurer

Reports of committees
Unfinished 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.