

BYLAWS
OF
MINNESOTA BOSTON TERRIER CLUB FOUNDATION

ARTICLE I. MEMBERSHIP

SECTION 1. ELIGIBILITY. There shall be three types of membership open to all persons who subscribe to the purposes of this Club.

1. Individual Membership
2. Family Membership
3. Junior Membership

The Individual Membership shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. Family Membership shall be open to spouses, domestic partners and children under 18 years residing in the same household and are in good standing with the American Kennel Club. Junior members cannot vote or hold office and may automatically convert to individual membership upon reaching their 18th birthday. Family memberships will allow one vote per adult member in good standing with a maximum of 2 votes per household.

SECTION 2. DUES. Membership dues shall not exceed \$20.00 for Individual Membership and \$30.00 for a Family Membership, payable October 1, after the September Annual Meeting. Four weeks prior to the Annual Meeting date the Treasurer shall send to each member a statement of his/her dues for the ensuing year. Membership dues shall be set by a majority vote of the Board of Directors.

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 this Constitution and Bylaws, abide by the BTCA Code of Ethics and the rules of the American Kennel Club. The application shall state the name, phone number, e-mail address (if available), occupation and address of the applicant and shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Dues shall not be pro-rated for a partial year.

All Applications are to be filed with the Recording Secretary and each application is to be read at the first meeting of the Club following receipt. At the next Club meeting, the application will be voted upon.

Favorable votes of 2/3 of the members in attendance at a meeting of the Club shall be required to elect an applicant, voting by secret ballot.. Applicants for membership who have been rejected by the Club cannot reapply for six months.

SECTION 4. TERMINATION OF MEMBERSHIP. Memberships may be terminated:

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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

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 Club fiscal year. 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.

Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Violation of code of Ethics. Membership may be terminated as provided in Article VI of these Bylaws.

ARTICLE II. MEETINGS

SECTION 1. CLUB MEETINGS. Monthly meetings of the Club, with a minimum of 8 per year, shall be held in the Greater Twin Cities area . The meeting shall be at such hour and place as may be decided by the Board of Directors. Written notice of each meeting shall be mailed by the Recording Secretary at least ten days prior to the date of the meeting. The quorum at a regular meeting shall consist of 20% of the total Club membership in good standing, including officers.

SECTION 2. SPECIAL CLUB MEETINGS. Special meetings may be called by the President, or by a majority vote of the members of the Board or by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such meetings shall be held within the Greater Twin Cities area at such hour and place as may be designated by the Board of Directors. . The purpose of the meeting should be stated and no other Club business may be transacted. The quorum for the Special Meeting shall consist of 20% of the total membership, including 3 Board members. Notice of such meeting shall be sent by the Recording Secretary 14 days prior to the meeting.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held no less than (6) times per year in the Greater Twin Cities area at the discretion of the President or by the Secretary upon receipt of a written request signed by that least 3 members of the Board. A written notice of each meeting shall be sent by the Recording Secretary at least 5 days prior to the date of the meeting. A 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 Recording Secretary upon receipt of a written request signed by at least 3 members of the Board. Such special meetings shall be held within the Greater Twin Cities at such a place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Recording Secretary 5 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. All members eighteen years of age and above, in good standing, and whose dues are paid for the current year, shall be eligible to vote in the annual election.

ARTICLE III. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary Treasurer, most current Past President, Show Chair, Rescue Chair, , Membership Chairman and two members at large, all of whom shall be elected for a one year term at the Club's Annual Meeting.

The General management of the Club's affairs shall be entrusted to the Board of Directors.

Only those members of the Board who hold elected positions will be allowed to vote on Club business. The chairs of Show, Membership and Rescue will serve in a non-voting capacity.

SECTION 2. OFFICERS. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and it's meetings and the Board and it's 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 the President in addition to those particularly specified in these Bylaws. The President shall be an ex-officio member of all committees.
- (b) The Vice President shall assume all duties of the President in his/her absence, incapacity or upon the resignation of the President and until the Office of President is filled as defined in Section 3 below.
- (c) The Recording Secretary shall keep 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 Recording Secretary shall also keep a roll of the members of the Club with their addresses. A copy of all minutes for each kind of meeting will be made by the Recording Secretary and given to the President.
- (d) The Corresponding Secretary shall have charge of he correspondence, notify officers and Directors of their election to office, be responsible for correspondence to the Annual Specialty and carry out such other duties as are prescribed in these Bylaws.

- (e) The Treasurer shall collect and receive all monies due or belonging to the Club and provide a receipt thereof. He/she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His/her books shall at all times be open to inspection by the Board and he/she shall report to them at every meeting, the condition of the Club's finances and every item or receipt or payment not before reported. The Treasurer will continuously account separately those funds in the general fund and those dedicated for specific use. At the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be responsible for maintaining a list of the current members in good standing.
- (f) The Treasurer shall be bonded at the discretion of the Board of Directors and at the expense of the Club.
- (g) The immediate Past-President shall become an ex-officio member of the Board for a term of 1 year with full voting and motion privileges.

SECTION 3. VACANCIES. Any vacancies occurring on the Board during the year shall be filled for the un-expired term of office 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.

ARTICLE IV. CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal and official year shall begin on the 1st day of October and end on the 30th day of September.

SECTION 2. ANNUAL MEETING. The annual meeting shall be the regular September meeting, held during the month of September, at which time nomination and election of officers shall be held. The Recording Secretary shall notify the members ten days prior to this meeting. Duly elected Members of the Board of Directors shall take office immediately upon the conclusion of the election and shall serve in their respective capacities until the next election. Each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. NOMINATIONS TO THE BOARD OF DIRECTORS. No person may be a candidate in a Club election who has not been nominated. During the month of June the Board shall select a Nominating Committee consisting of 3 member and 2 alternates, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and the alternates of their selection. The Board shall name a chairperson for the committee and it shall be his or her duty to call a meeting that shall be held on or before the 10th of July.

- (a) The Committee shall nominate one candidate for each expiring position on the Board and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

- (b) Within 10 days of receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the August meeting by any member in attendance, provided that the person so nominated does not decline when the name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- (d) No person may be a candidate for more than one position and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (e) In the event a person holding a Board seat or Office is nominated for or appointed to anew position on the Board, his or her former position will be vacated automatically upon election or appointment to the new position.
- (f) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

SECTION 4. ELECTIONS. 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 received the greatest number of votes for such positions shall be declared elected.

ARTICLE V. COMMITTEES

SECTION 1. COMMITTEE CHAIRMEN APPOINTMENTS. The Board may, each year, appoint the chairmen of committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. Vacancies in chairmanships due to resignation or termination by the Board shall be filled by the President, subject to Board approval.

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 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. BOSTON TERRIER CLUB OF AMERICA, INC. SUSPENSION. Any member who is suspended from the privileges of the Boston Terrier Club of America, Inc. automatically shall be suspended from the privileges of this Club.

SECTION 3. CHARGES. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$20, 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. If the Board considers that the charges do not allege conduct that 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 not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges and the specifications 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/her own defense and bring witnesses if he/she wishes.

SECTION 4 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 the complainant and defendant, the Board may, by a majority vote of those present, reprimand or 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/her fellow members 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 5. 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 4 of this Article. Such proceedings may occur at a regular or a special meeting of the Club to be held within 60 days but not earlier than 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 finding and recommendation and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII. AMENDMENTS

SECTION 1. AMENDMENTS.

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 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 months of the date when the petition was received by the Secretary.

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 mailed to each member at least 14 days prior to the date of the meeting.

No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until the Board of Directors of the American Kennel Club has approved it.

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 for the purpose of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds thereof nor any asset 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 or educational organization(s) for the benefit of dogs selected by the Board of Directors.

ARTICLE IX. ORDER OF BUSINESS

SECTION 1. ORDER OF BUSINESS. At meetings of the Club, the order of business, so far as the character and nature of the meetings may permit, shall be as follows:

Roll Call

Minutes of the last meeting

Report of Board

Report of President

Report of Secretary

Report of Treasurer

Report 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 Recording Secretary

Report of Treasurer

Report of Committees

Unfinished Business

New Business

Adjournment

ARTICLE X. PARLIAMENTARY LAW AND PROCEDURE

SECTION 1. PARLIAMENTARY LAW AND PROCEDURE. The rules contained in the current edition of “Roberts 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.

ARTICLE XI. DIRECTOR CONFLICT OF INTEREST

SECTION 1. DIRECTOR CONFLICT OF INTEREST. The President shall develop, for Board of Directors' approval, a conflict of interest policy that shall apply to all Directors, officers, committee members and key employees. Such policy shall require Directors, officers, committee members and key employees to annually acknowledge reviewing the conflicts of interest policy.