

# Georgia Boxer Club Constitution

## Article I

Section 1 - Name: The Name of the club shall be the Georgia Boxer Club Inc.

Section 2 - Objectives: The objectives of the club shall be: a) To encourage and promote quality in the breeding of pure bred Boxers and to do all possible to bring their natural and working qualities to perfection, b) To adopt and carefully follow the definition of true type as described by the official standard for the breed as defined by the American Boxer Club and approved by the American Kennel Club, c) To urge members and breeders to accept the ABC Standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Boxer shall be judged, d) To support shows and obedience trials and to maintain a program of awards which will encourage sportsmanlike competition, protect, and advance the interest of the breed,\*\* e) To conduct licensed Specialty shows, obedience trials, agility trials, and any other sanctioned events for our breed under the rules and regulations of the American Kennel Club ., f) To initiate educational programs and promotional activities which will stimulate and extend favorable public interest in the Boxer, g) For the members of the Georgia Boxer Club to abide by those portions of the American Boxer Club By-Laws and Code of Ethics which are applicable to members of member clubs.

Section 3 - The Georgia Boxer Club as an affiliate club shall support, and abide by the By-Laws, Rules and Regulations, and the Code of Ethics of the American Boxer Club as they apply to member clubs. Each member must agree to abide by the By-Laws of the Georgia Boxer Club and the Code of Ethics of the American Boxer Club. The members of the Georgia Boxer Club should support the activities of the American Boxer Club, the Parent club.

Section 4 - 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 5 - The members of the Club shall adopt By-Laws and may from time to time revise such By-Laws as may be required to carry out the objectives of the Club.

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## Georgia Boxer Club By-Laws

### Article I

#### Membership

Section 1 - Classes of membership: There shall be three classes of membership: Regular, Junior, and Honorary; all unlimited in number. To be eligible for any class of membership the applicant must be in good standing with the American Kennel Club and must subscribe to the Boxer standard as prescribed by the American Boxer Club and approved by the American Kennel Club.

a) Regular Member - Applicant must be at least eighteen years of age.

b) Junior Member - Must be no less than eight years of age and under 18 years of age. Junior members may not nominate, vote, make motions, or second motions. They are encouraged to participate in Club activities and discussions during meetings.

c) Honorary Members - To be eligible a person must have rendered outstanding service to the Boxer breed and/or to the Georgia Boxer Club. This membership is purely honorary and does not carry with it voting privileges and responsibilities of Regular Membership. This does not preclude the Honorary member from maintaining Regular membership in the Georgia Boxer Club. Honorary members are elected for life.

## Section 2 - Election to Membership:

a) Regular and Junior Membership. Any prospective member must attend two regular meetings of the Georgia Boxer Club within a six month period prior to being eligible to apply for membership in the Club. All applications for regular and junior membership shall be in writing and shall be on the official Membership Application Form provided by the Georgia Boxer Club and available from the Secretary of the Georgia Boxer Club. Each application must bear the written endorsement of two regular members of the Georgia Boxer Club who are not related to each other or to the applicant. Each application shall be accompanied by a copy of the Constitution and ByLaws of the Georgia Boxer Club and a copy of the Code of Ethics of the American Boxer Club with a statement at the bottom that the applicant must sign agreeing to abide by these Constitution and ByLaws and Code of Ethics of the American Boxer Club which are applicable to members of member clubs. This signed statement must be returned with the application. Each application shall be accompanied by the applicable dues payment for the current year as set forth in Article III. The application shall be filed with the Secretary. Each application shall be read as a part of the Secretary's report at the first regular meeting of the Club after its receipt. Application for membership shall be voted upon at the next regular meeting. Acceptance requires approval of the majority of Regular members in good standing present. The Secretary will advise each applicant in writing of the approval or rejection of the application. A signed copy of the Georgia Boxer Club Constitution and ByLaws and the ABC Code of Ethics will be returned to the new member. In case of rejection, the dues will be returned with the notice of rejection.

b) Honorary Membership: The nomination for Honorary membership shall be made in writing by any Regular member in good standing and must bear the endorsement of at least one other Regular member in good standing. The written nomination shall be filed with the Secretary and shall be read at the first regular meeting after its receipt as part of the Secretary's report. At the next regular meeting the membership will be given the opportunity to discuss the nomination. A ballot shall then be mailed to every Regular member in good standing and a 3/4 favorable vote of the Regular members eligible to vote is necessary for election. (A minimum of 75% of the ballots sent out must be returned with a favorable vote). Ballots must be returned prior to or at a designated meeting, such meeting should be one of the next two general meetings but not sooner than fifteen (15) days after the ballots are mailed. The President shall inform the Honorary member of his/her election.

## Section 3 - Termination of Membership: Membership shall be terminated:

a) By resignation: Any member in good standing may resign from the Club upon written notice to the Secretary. 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 the fiscal year.

b) By termination: A membership will be considered as terminated if such member's dues remain unpaid after February 1st of each calendar year (Article III) or if such member has failed to satisfy other financial obligations to the Club (Article X, Section 2).

c) By Suspension: Any member (any class) who fails to comply with any provision of these By-Laws or who violates the Code of Ethics of the American Boxer Club as they apply to members of member clubs shall be suspended by the Board of Directors of the Georgia Boxer Club. If the Board votes to suspend a member, notice shall be given the member in writing by certified mail and said notice shall include a statement of the reason or reasons for said suspension. The suspended member shall do one of the following: 1) correct the violation within fifteen (15) days and request that the Board lift the suspension. 2) Apply for a hearing before the Board for the purpose of showing his/her reasons for the alleged infraction and to present evidence in his/her defense. If said member shall not have corrected the violation within fifteen (15) days or applied for a hearing as herein above provided within thirty (30) days after receipt of notice of suspension, said membership shall be considered terminated. After receipt of the application for a hearing the Board shall proceed as provided in Article X "Discipline" of these ByLaws.

d) By Expulsion: A membership shall be terminated by expulsion as provided in Article X of these By-Laws.

## Article II

### Voting

Section 1 - Voting Eligibility: In order to be eligible to vote, nominate, ~~mak~~ a motion, or second a motion on any issue, a Regular member must have attended a minimum of two (2) meetings during the preceding twelve (12) months prior to said meeting that the member desires to vote, nominate, make or second a motion. Also a member ~~hose~~ whose dues are in arrears prior to that meeting shall not be entitled to vote, nominate, make, or second motion unless the dues are paid prior to the calling of the meeting to order. A Regular member who is eligible to vote shall be considered "a member in good standing". The secretary shall furnish the President or have available a list of members "in good standing" at each meeting.

Section 2 - Voting: Each Regular member in good standing under Article II, Section 1 shall be entitled to cast one vote on each issue presented at the meetings or by mail ballot. Voting by proxy shall not be permitted nor shall blank ballots signed by a member be given to another to fill in and cast.

## Article III

### Membership Dues

Section 1 - Annual Dues: The annual dues shall be due and payable on the first of January of each year for the ensuing year. Members joining after June 30 shall pay half the annual dues for the balance of said year.

a) The amount of dues for Junior and Regular memberships shall be set and/or changed by the vote of the membership at a regular meeting on the recommendation of the Board of Directors. The Board should consider the dues prior to Nov. 1 each year and make recommendation to the membership.

b) There shall be no dues for Honorary Membership

Section 2 - Billing for Dues: The Treasurer shall forward to each member a statement for the annual dues on or around the first day of November for the following year's dues. Dues are due on the first day of January. The names of those members who have not paid their dues by the January meeting shall be listed in the January minutes. If dues remain unpaid after February 1 membership in the Club is automatically terminated. (Article I, Sec 3b). Reinstatement must be by reapplication for membership.

## Article IV

### Membership Meetings

Section 1 - Annual Meeting: The annual meeting shall be held during the month of January. All elected officials shall be elected at the annual meeting. The outgoing secretary shall be responsible for the minutes of the annual meeting.

\*\*\*Section 2 - Regular Meetings: Regular meetings shall be scheduled at a time and place to be announced at the previous meeting and in the minutes of the previous meeting. The regular members in good standing may vote to suspend the next monthly meeting or meetings. There must be at least four meetings a year.

Section 3 - Special Meetings: Special meetings shall be called by the President or the Chairman of the Board and the Secretary shall also call a meeting upon the filing with the Secretary of a petition of at least twenty five percent (25%) of the Regular members in good standing requesting such a meeting. Only matters for which the meeting was called shall be discussed and voted on at a special meeting.

Section 4 - Notice of Meetings: a) Regular Meetings: Written notice shall be sent by mail by the Secretary to all members at least ten (10) days prior to the meeting. b) Special Meetings: If time allows notice shall be given each member at least five (5) days and preferably ten (10) days prior to the meeting by the Secretary. In an emergency situation, as determined by the Board of Directors, the Secretary shall be authorized to obtain the assistance of other members to contact the regular members by telephone and such contacts shall be attempted at least twenty-four (24) hours prior to time set for the meeting. A quorum as set forth in Article IV, Section 5 must be present to vote on any matters.

Section 5 - Quorum: Fifteen percent (15%) of those eligible to vote (Article II Section 1) shall constitute a quorum for the transaction of business at meetings of the membership.

Section 6 - Order of Business: The order of business shall be addressed in the "Rules Manual"

Section 7 - The rules contained in the current edition of Roberts Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may have adopted.

## Article V

### Officers and Directors

Section 1 - Officers: The officers of the Club shall be: President, Vice President, Secretary, and Treasurer. They shall be elected at the annual meeting and their term shall be for one year, beginning at the conclusion of the annual meeting.

Section 2 - Board of Directors: The Board of Directors shall consist of seven members. The members elected by the membership to the offices of President, Vice President, Secretary, and Treasurer shall be members of the Board so long as they hold their offices. The remaining three Board members shall be elected at the annual meeting to a one year term as Directors.

a) Requirements: To remain on the Board, a member must attend at least one regular membership meeting out of three. The Board may excuse this attendance requirement for just cause. A Board member may not miss over two (2) regularly scheduled Board meetings. If a Director fails to comply with the above attendance requirements, his term of office will automatically terminate and a replacement for the unexpired term shall be made as provided for in Article V Section 6.

b) Meetings: Regular Meetings - There shall be four regular meetings of the Board during the year with the first to be an organizational meeting held immediately after the annual meeting. The remaining three regular meetings shall be spaced evenly throughout the year and the months decided upon at the first meeting. It shall be the responsibility of the Chairperson to see to it that the Secretary gives proper notification of the Board meetings in the minutes.

Special Meetings - The Board Chairperson shall call a special meeting or a telephone poll of the Board should it be deemed appropriate. Also a special meeting of the Board shall be called by the Secretary upon the filing of a petition for such a meeting signed by twenty five percent (25%) of the Regular members in good standing. Notice of such special meeting shall be given at least five days and preferably ten days prior to the time set for the meeting.

c) Chairperson of the Board: Upon taking office, the new President shall call a meeting of the Board of Directors and preside at this meeting for the purpose of electing a Chairperson and a Vice Chairperson from the members of the Board. The Chairperson shall preside at all meetings of the Board and carry out all duties that are set out in these By-Laws or determined by the vote of the Board and/or the membership. The Vice Chairperson shall preside at meetings of the Board in the absence of the Chairperson.

d) Powers and Duties of the Board of Directors:

(1) The general government and management of the Club shall be vested in the membership and the Board, except as to those duties specifically assigned it herein, shall only make recommendations on issues that involve the conducting of the business of the Club. The Board shall make the final decision on matters referred to the Board for a decision by a majority vote of the members in good standing at a membership meeting.

(2) Emergency Powers: The Board is authorized to act on behalf of the Club in an emergency situation. An emergency situation shall be defined as a situation demanding an immediate decision or action by the Club and there is not sufficient time to hold a membership meeting at which a quorum could be present. The Chairperson of the Board with the concurrence of at least three (3) other Board members shall determine if an emergency situation exists. Upon making that determination, a special Board meeting shall be called or a telephone poll made to consider the emergency issue and the Board is authorized to take only such action as is necessary to handle the said emergency. This must be reported to the membership at the next membership meeting.

(3) As to those responsibilities and duties assigned herein to the Board, if the Chairperson is unable to obtain a quorum of the Board, or should the Board be unable to meet, the Chairperson shall so advise the membership and the Club at a membership meeting shall have the authority to conduct the business assigned to the Board herein.

e) Quorum- Four members of the Board shall constitute a quorum for the transaction of business of the Board.

Section 3 - Delegate to the American Boxer Club: The membership shall elect a delegate to the American Boxer Club at the annual meeting. After approval and acceptance by ABC, the delegate shall remain in that office for two (2) years. Nominations shall be made from the floor at the annual meeting.

Section 4 - Eligibility Requirements: To be eligible to hold elected office in the Georgia Boxer Club the person must be a regular member in good standing of the Georgia Boxer Club. He/she must also be in good standing with the American Boxer Club and the American Kennel Club.

Section 5 - Duties of Elected Officials: The duties of the elected officials shall be outlined in the "Rules Manual" .

Section 6 - Vacancies: In the case of the vacancy of any elected office, this vacancy shall be filled by vote of the membership at the earliest possible regular membership meeting or at a meeting called for that purpose for the balance of the term for which the officer or Director had been elected except that the Vice President shall ascend to the office of President and the vacancy in the office of Vice President shall be filled by the vote of the membership.

Article VI

Nomination and Election of Officers and Directors

Section 1 - Nominating Committee: The Board of directors shall on or before the first day of October appoint a Nominating Committee, consisting of three regular members of the Club in good standing, who shall not be either Directors or Officers of the Club. The Nominating Committee shall on or before the November membership meeting file with the Secretary a list of the nominees for new Officers and Directors. Members of the nominating committee may include on their list the names of individuals serving on the nominating committee. The nominating Committee must obtain the consent to serve of all persons nominated.

Section 2 - The Secretary shall within ten days of the receipt of the written report of the Nominating Committee, send a list of the nominees to all members of the Club.

Section 3 - Nominations by Mail: Regular members in good standing may make additional nominations by mail. The nominations must reach the Secretary prior to the December meeting and include a certification that the member nominated has consented to serve if elected. The nomination shall have two regular members in good standing as sponsors, otherwise it will be necessary to obtain a second of the nomination from the floor at the December meeting prior to having the name considered in the election.

Section 4 - Proceedings at the December meeting: At the December meeting the Secretary shall read the report of the Nominating Committee and then read the names offered in nomination by mail and their nominators. If seconds are required, they must be obtained from the floor. The floor will then be opened for further nominations. Any member in good standing may place in nomination any member in good standing after recognition by the presiding officer. Consent of the member nominated shall be obtained prior to making the nomination. A second to the nomination is required.

Section 5 - No Contest: In the event of an uncontested slate, the President of the Club shall instruct the Secretary to cast one vote for such slate, thereby eliminating the necessity for balloting on the part of the Club membership.

Section 6 - Election: If there is a contested slate an election shall be held as follows. The Secretary shall furnish to each member in good standing by mail not less than twenty (20) days prior to the annual meeting a ballot of all the nominations for the Officers and Directors. The ballot must be marked as directed and returned so as to reach the Auditor designated by the President by the annual meeting. So that these ballots remain secret they shall be marked by the voter and sealed in a blank envelope, in turn placed in a second envelope indicating the name of the voter. The auditor shall check the name of the voter against the current list of members in good standing before the outside envelope is opened. If the voters name is not on the list it should not be opened. When all the ballots have been checked against the list the outside envelopes shall be opened and set aside. The ballots shall then be tabulated by the auditor. The auditor shall then certify to the Secretary a list of those voting and the tabulation results of the votes cast. The Secretary shall notify the new officers and Directors of their election. The President shall announce the results of the election at the annual meeting.

## Article VII

### Committees

Section 1. Committees as deemed necessary by the membership to carry out the work of the Club shall be listed along with their purpose and duties in a separate document, "Rules Manual". The President shall appoint all committees except the Nominating Committee which shall be appointed by the Board of Directors (Article VI, Section 1). The Show Chairperson shall be appointed in such a timely manner as to allow for the election of judges at least eighteen (18) months in advance therefore the Show Chairperson shall be appointed by the President with approval of the Board of Directors. The Show Chairperson shall appoint his/her show committee members.

## Article VIII

### Show Judge Selection

The process by which show judges shall be nominated and elected shall be described in the "Rules Manual".

## Article IX

### Shows

The Club shall hold not less than one Specialty Show and one Match each year. Shows shall conform to the American Kennel Club requirements. Matches, futurities, sweepstakes, and obedience trials may be held and sponsored by the Club.

## Article X

### Discipline

Section 1 - American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club shall be automatically suspended from the privileges of the Georgia Boxer Club for a like period.

Section 2 - Indebtedness: All financial obligations, other than annual dues (Article III), shall be due and payable within thirty (30) days of billing by the Treasurer. Should an obligation remain unpaid after thirty (30) days the Treasurer shall forward a notice of delinquency to the member by certified mail. The notice shall state that the member has ten (10) days to rectify the delinquency or membership shall be terminated. If the obligation remains unpaid after the ten (10) days, membership in the Club shall be automatically terminated (Article I, Section 3b). Termination of membership shall not constitute a release from the indebtedness to the Club. Reinstatement shall be by reapplication for membership.

Section 3 - Any member in good standing may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or the Breed. Such charges may include infractions of the Code of Ethics of the American Boxer Club as they apply to members of member clubs. Written charges with specifications shall be filed in duplicate with the Secretary, together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board of Directors 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 if this does not cause a delay. The Board shall first consider whether the action alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the Breed. If the Board considers that the charges do not allege conduct prejudicial to the best interest of the Club or the Breed or that the evidence supporting the charges is inadequate, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charge, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than twelve (12) weeks thereafter. The Secretary shall promptly send notice of the hearing and 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 desired. The Secretary shall also send notice of the hearing to the accusing member/members.

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 complainant and defendant, the Board shall, by a majority vote of those Board members present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, and if the Board deems that punishment to be insufficient, it may recommend to the membership that the penalty be expulsion from the Club. In such case the suspension shall not restrict the defendant's right to appear before his/her fellow members at the membership meeting, at which the recommendations of the Board shall be considered. Immediately after the Board reaches its decision, its findings and action shall be put in written form and filed with the Secretary. The Secretary in turn shall notify each of the parties of the decision and penalty, if any.

Section 5 - Expulsion: Expulsion of a member from the Club shall 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 shall occur at a regular or a special meeting of the Club to be held within sixty (60) days, but not sooner than thirty (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 additional 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 desired. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of the regular members in good standing present and voting shall be necessary for expulsion. If expulsion is not so voted, the membership shall then

vote on suspension from all Club privileges for six (6) months. A 2/3 vote of the regular members in good standing shall be necessary to suspend.

## Article XI

### Amendments

Section 1 - Amendments to the Constitution and ByLaws shall be proposed by majority vote of the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. The proposed amendment shall be referred to an appropriate committee named by the President in such a timely manner that the proposal shall be voted on within three (3) months from the time that the amendment was presented.

Section 2 - A favorable two-thirds (2/3) vote of the members in good standing shall be necessary to amend the Constitution or the ByLaws. The Secretary shall furnish each member in good standing a copy of the current Article and the proposed amendment not less than twenty-one (21) days prior to the deadline for voting on the proposal. Voting shall be by secret written ballot. The President shall appoint auditors to count the ballots and the Secretary shall provide them with a list of the members in good standing.

Section 3 - No amendment to the Constitution or ByLaws that is adopted by the Georgia Boxer Club shall be in effect until it is approved by the Board of Directors of the American Boxer Club and the American Kennel Club.

## Article XIII

### Rules

Section 1. A set of rules shall be adopted by the Club to act as guidelines for the orderly running of the Club. No rules shall be adopted that conflict with the Constitution and By-Laws. The Rules Manual shall include but not be limited to such things as: duties of the elected officials, current dues, order of business committees (standing and temporary), job description of committees, and procedures for electing judges.

\*Section 2. Any member in good standing may propose adoption or amendment of a Rule by submitting it to the President or the Secretary in writing. The proposed Rule shall be discussed at the earliest possible meeting of the membership and then voted on by secret written ballot at the following meeting. A Rule shall be adopted or amended by a favorable majority vote of the members in good standing present at that meeting providing there is a quorum present. The proposed Rule shall be submitted to the members in good standing by the Secretary not less than two (2) weeks prior to the deadline for voting on the proposal.

Section 3. Approval of "Rules" by the American Boxer Club shall not be necessary since a "Rule" cannot be adopted that conflicts with the Constitution and ByLaws.

## Article XIII

### Dissolution

The Club may be dissolved at any time with the written consent of not less than two thirds of the regular members in good standing. In the event of the dissolution of the Club other than for the purpose of reorganization whether voluntary or involuntary or by operation of the law, none of the property 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 to be determined by a vote of the regular members in good standing.

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Originally revised and adopted by GBC in March 1995, and approved by ABC Board of Directors on October 18, 1995.

\*Article XII, Section II was revised and adopted by GBC on April 17, 1999 and approved by ABC Board of Directors on May 20, 1999.

\*\*Article I Sec 2(e) of the Constitution was amended by vote of the membership in January 2001 and approved by the ABC Board of Directors on March 30, 2001.

\*\*\*Article IV Sec 2 of the ByLaws was amended by vote of the GBC membership in January 2001 and approved by the ABC Board of Directors on March 30, 2001.

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