

MICHIGAN ASSOCIATION FOR PURE BRED DOGS, INC.  
CONSTITUTION AND BY-LAWS  
Amended September 24, 2008

ARTICLE I – NAME AND OBJECT

SECTION 1: This Association shall be known as

“The Michigan Association For Pure Bred Dogs”.

SECTION 2: The object of this Association shall be to promote the best interests of pure bred dogs. To encourage proper and humane practices by breeders, owners, dealers and all others associated with dogs and to oppose misrepresentation and all other malpractices involving dogs, their breeders, owners, trainers and fanciers. To encourage the adoption of laws, rules, ordinances or legislation in the best interests of pure bred dogs and to discourage the adoption of laws, rules, ordinances or legislation found by the Association not to be in its best interest.

1. This Association is a corporation in which pecuniary profit is not an object, and no dividends shall ever be declared or paid to any of its members, and none of its property shall ever be used or expended except to effect the intended objectives as stated above.

ARTICLE II – PLACE OF BUSINESS

SECTION 1: The principle place of business of this Association shall be Howell, Livingston County, Michigan, but it may maintain offices, hold meetings and transact business at any place within or without the United States of America.

ARTICLE III – MEMBERSHIP

SECTION 1: NUMBER AND TYPE OF MEMBERSHIP

There shall be unlimited number of members. Membership shall be of three (3) types as follows:

A: INDIVIDUAL members shall be any person eighteen (18) years of age or more who is sincerely interested in the objectives of this Association who may be elected to such membership.

B: COUPLES membership shall be two (2) persons eighteen (18) years of age or more who reside at the same address, who will share notices and newsletters, and who are sincerely interested in the objectives of this Association who may be elected to such membership.

C: ASSOCIATED KENNEL CLUB members that shall be any recognized Kennel Club, Breeders Organization or similar group located in the State of Michigan who may be elected to such membership and who shall record the names of two (2) delegates with the Secretary of the Association.

SECTION 2: APPLICATION AND ELECTION TO MEMBERSHIP

A: Application for membership shall be made to the Secretary in writing on the form provided and shall be accompanied by an amount equal to one year’s dues. The application form shall contain an agreement by the applicant to abide by the Constitution and By-Laws.

B: The Board of Directors shall consider all membership applications after conducting any necessary investigations. Thereafter, election to membership shall be by majority vote of the Board of Directors

at the first board meeting subsequent to thirty (30) days after receipt of the application.

### SECTION 3: SUSPENSION OR TERMINATION OF MEMBERSHIP

A: Dues and/or any other indebtedness to the Association remaining unpaid after ninety (90) days after due date shall cause suspension pending payment in full.

B: Any member may resign from the Association at any time by written notice to the Secretary. Upon receipt of such notice, the resignation shall become effective immediately. Resignation shall not resolve financial indebtedness to the Association.

C: Membership may be suspended or terminated for misconduct considered injurious to the Association, or to pure bred dogs or to other members in accordance with the following procedure:

1: Any member may file specific charges against a member in writing with the Secretary together with a deposit of twenty (\$20.00) dollars that shall be forfeited if said charges are not sustained. Such charges must be filed within three (3) months of the occasion giving rise to the complaint if it is noncontinuing.

2: Notice will be sent to the member accused at least ten (10) days in advance of the board meeting with a full statement of charges. All charges will be considered by the Board at a regular or special meeting of the Board after all interested members are heard.

3: The Board, at its discretion, with a quorum present, shall either dismiss the charges or reprimand, suspend or terminate the accused member.

### SECTION 4: REINSTATEMENT OF MEMBERSHIP

A: Any former member who resigned while in good standing may apply to rejoin the Association in his original status. The application will then be considered under original status. The application will then be considered under Section 2 above.

B: Any former member who resigned while not in good standing or whose membership was involuntarily terminated for any reason may make application to rejoin the Association. In addition to the provisions of Section 2 above, such application will be subject to all the following requirements:

1: Payment of all financial indebtedness to the Association, if any.

## ARTICLE IV – FEES – DUES – ASSESSMENTS – PLEDGES

### SECTION 1: MEMBERSHIP DUES

A: INDIVIDUAL MEMBERSHIP dues shall be FIFTEEN DOLLARS (\$15.00) per year payable on or before the first day of the calendar year.

B: COUPLES MEMBERSHIP dues shall be TWENTY-FIVE DOLLARS (\$25.00) per year payable on or before the first day of the calendar year.

C: ASSOCIATED KENNEL CLUB MEMBERSHIP dues shall be THIRTY DOLLARS (\$30.00) per year payable on or before the first day of the calendar year.

### SECTION 2: PLEDGES

A: All pledges by members, including supplies, are on a voluntary basis; however, such pledges, after being made and duly recorded, shall become obligatory.

## ARTICLE V – GOVERNMENT

### SECTION 1: MANAGEMENT

The control and general management of the Association not otherwise specifically provided for in these By-Laws shall be vested in the following with power and duties as more clearly defined in Article V Section 4, to be elected by the members of the Association in accordance with these By-Laws.

A: Five (5) Officers: President  
1st Vice President  
2nd Vice President  
Secretary  
Treasurer

B: A Board of Directors consisting of all the above listed Officers and six (6) additional Directors in three (3) classes of two (2) Directors each, with each class serving three (3) year terms.

### SECTION 2: BOARD OF DIRECTORS MEETING

A: The first meeting of newly elected Board of Directors shall be held as soon as practical following the meeting at which they are elected.

B: Regular meetings of the Board shall be called by the President at least ten (10) months of the year at such time, date and place he may deem advisable.

C: Special meetings of the Board may be called by the President at any time. Special meetings of the Board may be called by the President upon written request of a majority of the Directors in office, stating the purpose of the desired meeting.

D: Notice of Board meetings, special or regular, shall be given to each Director as far in advance of the meeting as practical and in no case later than two (2) days prior to the date of the meeting.

E: The presence of five (5) members of the Directors in office shall constitute a quorum.

F: Minutes shall be kept of all Board meetings and any Directors requesting it shall be provided a copy of such minutes.

G: At all meetings of the Board, the order of business shall be:

Roll call  
Reading of minutes of last Board meeting  
Report of Secretary  
Report of Treasurer  
Report of President  
Election of new members  
Committee Reports  
Unfinished business  
New business

H: The order of business may be suspended by consent of all Directors present.

I: Any member of the Board of Directors may resign his office by submitting a written resignation to the Secretary. However, any Director absent from three (3) consecutive regular board or membership meetings will be considered as having resigned from the Board.

J: The Board of Directors shall have the power to fill any vacancy on the Board, except in the Office of President who will be succeeded by the 1st Vice President, that may occur between annual elections.

### SECTION 3: STANDING COMMITTEES

Chairmen of the following committees shall serve from the time of their appointment until the next annual membership meeting. The Committee Chairmen shall appoint the members of their respective committees as needed.

1. A MEMBERSHIP COMMITTEE to increase and maintain membership. The Chairmen of this committee shall share jointly with the Secretary responsibility for maintaining membership lists. He shall notify all new members of their election within ten (10) days thereof. He shall have charge of all correspondence necessary to increase and maintain membership.
2. A DOG LAW COMMITTEE to plan, coordinate and supervise all activity, including education and publicity relative to laws, ordinances or legislation regarding pure bred dogs.
3. An AUDITING COMMITTEE to audit the Treasurer's books and such other accounts as the Board of Directors shall instruct.
4. Such other Committees as are deemed necessary by the Board of Directors.

### SECTION 4: DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Board of Directors. He shall act as executive head of the Association and shall perform all duties incident and customary to the office. He shall act as Chairman of the Board of Directors. He shall appoint all committee Chairmen and shall be a member of all committees. He may vote on amendments or additions to the Constitution and By-Laws at the annual meeting on elections. On other matters on which the membership and/or the Board may vote, he may cast the deciding vote in case of a tie.
2. The 1st. Vice President shall, in the absence or disability of the President, perform all the duties of the President.
3. The 2nd Vice President shall, in the absence or disability of the President and the 1st Vice President, perform all duties of the President.
4. The Secretary shall keep the records and roll of the membership of the Association and the minutes of the proceedings at all membership and Board meetings. He shall have charge of the general correspondence necessary for the operation of the Association and shall perform such other duties as are usual and customary to the office of Secretary.

5. The Treasurer shall receive, collect and handle all Association funds and deposit all funds in such a bank or trust as the Board of Directors may, from time to time, designate and shall make such disbursements there from as are necessary and proper to meet just and due obligations of the disbursements there from as are necessary and proper to meet just and due obligations of the Association. He shall render a statement at the annual meeting of the members and at such times as the Board of Directors may direct. He shall report to the Board the names of all members financially delinquent as per Article III, Section 3 hereof. He shall perform such duties as are usual and customary to the office of Treasurer.

## SECTION 5: SURETY BONDS

A: Any Officer, Director or member handling Association funds may be required by the Board of Directors to furnish a surety bond, with approved sureties, in such amount as may be determined by the Board. The expense of the bond (s) shall be borne by the Association.

## ARTICLE VI – ELECTION OF OFFICERS AND DIRECTORS

### SECTION 1: NOMINATIONS

A: The Board of Directors shall constitute a Nominating Committee which shall select one candidate for such office, including two (2) candidates for the expiring class of the Board of Directors. The list of such candidates shall be mailed to each member at least thirty (30) days prior to the annual election.

B: Nomination for candidates for office may also be made from the floor at the annual meeting. The written consent of such nominees not present must be submitted to the Secretary at the time of such nomination.

C: No person shall be declared nominated for more than one office.

D: No member of the current Board of Directors shall be eligible for nomination for any office unless serving in an office expiring at the annual election of the current year.

### SECTION 2: ELECTION

A: The nominated candidate for each office and the two (2) candidates for the expiring class of the Board of Directors receiving the greatest number of votes at the annual meeting of the members shall be declared elected.

B: Newly elected officers shall take office immediately following the election and shall hold office until the next annual meeting of members.

C: The two (2) newly elected class of Directors shall take office immediately following the election and shall serve a three (3) year term expiring at the 3<sup>rd</sup> annual meeting thereafter.

D: Continuation in the office under B and C above is dependent upon the Officer or Director remaining an Individual member in good standing and/or a Delegate in good standing, as the case may be.

## ARTICLE VII – MEETINGS OF MEMBERS

### SECTION 1: ANNUAL MEETING

The annual meeting of the members of the Association shall be held during the month of September in each year, exact date, time and place to be fixed by the Board of Directors.

A: Notice of the annual meeting stating the date, time and place shall be mailed by the Secretary to each member at his last known address as shown on Association records at least ten (10) days prior to the date.

### SECTION 2: SPECIAL MEETINGS

Special meetings of the members of the Association may be called at any time by the President or by written request of a majority of the members of the Board of Directors and must be called by the Secretary upon written request by at least twenty (20) percent of the members.

A: Notice of special meeting stating the date, time, place and object of the meeting must be mailed by the Secretary to each member of the Association at his last known address as shown on Association records at least five (5) days prior to the meeting date. The business to be transacted at such meetings shall be limited to the object stated in the notice thereof.

### SECTION 3: QUORUM

To constitute a quorum of the members of the Association, there must be present at least twenty (20) members or twenty (20) percent of the total members in good standing of the Association.

### SECTION 4: VOTING

At all meetings of the members of the Association, all questions (except all such questions the manner of which is regulated by law) shall be decided by Viva Voce vote of the majority of the members and/or delegates present. However, exception to the foregoing is made for election of officers and directors at the annual meeting, which shall be by secret ballot, and provided further that any qualified voter may demand a vote by secret ballot on any question in which event it shall immediately be taken.

A: Each individual member in good standing according to Article III and IV of these By-Laws is entitled to one (1) vote. Each Associated Kennel Club member in good standing is entitled to two (2) delegates with one (1) vote each, whose names shall be previously recorded with the Secretary of the Association in accordance with Article II Section 1 Par. B.

B: Any one person shall not be eligible to cast more than the total of two (2) votes, one (1) vote as an Individual member and one (1) vote as a Delegate of an Associated Kennel Club member.

### SECTION 3: ORDER OF BUSINESS

At meetings of the members of the Association, the order of business shall be as follows:

- Roll call
- Reading the minutes of the last membership meeting
- Reading the minutes of the last Board meeting
- Report of the Secretary
- Report of the Treasurer

Report of the President  
Unfinished business  
New business  
Nomination of Candidates for Annual Election (at annual meeting)  
Election of Officers and Directors (at annual meeting)

A: The order of business may be suspended by consent of all members present.

B: In case of dispute, all parliamentary proceedings in conducting the business of the Association not specifically herein provided for shall follow "ROBERTS RULES OF ORDER".

#### ARTICLE VIII – AMENDMENT OF BY-LAWS

SECTION 1: The By-Laws may be amended, altered or repealed by a majority vote of the members at an annual meeting with a quorum present or a special meeting called for that purpose; but the proposed amendment must be filed with the Secretary at least thirty (30) days in advance of such meeting. The call for any such meeting shall include a copy of the proposed amendment and be mailed to each member at his last known address as shown on Association records at least ten (10) days prior to the date of such meeting.

#### ARTICLE IX – DISSOLUTION

Section 1: The Association may be dissolved at any time by written consent of not less than seventy-five (75) percent of the members. After payment of all just debts and liabilities of the Association, its remaining property and assets shall be donated to a Charitable Organization specified by a majority of the members.