

CONSTITUTION
and
BYLAWS
of the



Amended November 15, 2000

**Miniature Pinscher Club
of America, Inc.**

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MINIATURE PINSCHER CLUB OF AMERICA, INC.

Constitution and Bylaws

(Amended Effective December 1, 1988; July 1, 1992; November 15, 2000)

CONSTITUTION

ARTICLE I - NAME AND OBJECTIVES

Section 1 - Name

The name of the Club shall be MINIATURE PINSCHER CLUB OF AMERICA, INC.

Section 2 - Objectives

The objectives of the Club shall be:

- (a) to encourage and promote quality in the responsible breeding of pure-bred Miniature Pinschers and to do all possible to bring their natural qualities to perfection;
- (b) to urge members and/or breeders to accept the standard of the breed as approved by the American Kennel Club, Inc., as the only standard of excellence by which the Miniature Pinscher shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows;
- (d) to provide educational seminars and conduct sanctioned matches, obedience trials, and specialty shows under the rules of the American Kennel Club, Inc.

Section 3 - Non-Profit Explanation

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 - Bylaws

The Club shall adopt and may, from time to time, revise Bylaws as required to carry out the Objectives of the Club.

Section 2 - Board Meeting

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; Report of Committees; Unfinished Business; New Business; Adjournment.

ARTICLE X - DISSOLUTION

Section 1 - Manner of 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 dissolution of the Club, other than for purposes of re-organization, 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. 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 VI - AMENDMENTS

Section 1 - Procedure for Amendment

Amendments to the Constitution and Bylaws and/or to the Standard for the Breed may be proposed by the Board of Directors or by written petition, addressed to the Secretary, signed by twenty percent 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 membership, along 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 - Voting Requirement for Amendment

The Constitution and Bylaws and/or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed first-class by the Secretary to each member in good standing, along with a ballot on which the member may indicate his/her choice for or against the proposal. The procedures described in Article IV, Section 4 (d) shall be followed in handling these ballots to assure secrecy of the vote. A notice that specifies a date, not less than 30 days after the date of the first-class mailing, when the ballots must be returned to the accounting firm shall be included in the mailing from the Secretary. The Treasurer shall provide the accounting firm with a list of members eligible to vote as of the above-specified date. A favorable vote by 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3 - American Kennel Club, Inc. Approval for Amendment

No amendment to the Constitution and Bylaws or to the Standard for the Breed that has been approved by the Club membership shall become effective until it has been approved by the Board of Directors of the American Kennel Club, Inc.

ARTICLE VII - PARLIAMENTARY PROCEDURE

In the matters of Parliamentary Practice not otherwise provided for in these Bylaws, the meetings of the members and of the Board of Directors shall be conducted according to the current issue of "Roberts Rules of Order."

ARTICLE IX - ORDER OF BUSINESS

Section 1 - Annual Meeting

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 of Minutes of the Last Meeting; Report of President; Report of Secretary; Report of Treasurer; Report of Committees; Report of Local Clubs; Unfinished Business; New Business; Adjournment.

BYLAWS

ARTICLE I - MEMBERSHIP

Section 1 - Eligibility

There shall be four types of membership, open to all persons eighteen years of age and older, who are in good standing with the American Kennel Club, Inc., and who subscribe to the purposes of the Club.

(a) Regular - Enjoys all club privileges including the right to vote and hold office.

(b) Household - For two members living in the same household. Each member is entitled to one vote.

(c) Foreign Membership - Open to persons who reside outside of the United States. Foreign members enjoy all the privileges of the club except voting and office holding. Dues may be set at a higher rate than regular members, basically to cover printing and postal expenses. Applications should be filed with the Secretary, but need not require sponsors or approval process applicable to prospective regular applicants.

(d) Honorary Lifetime - For those individuals who have been so designated by the Board of Directors at the MPCA Board of Directors' annual meeting. Lifetime members pay no dues but are eligible to vote.

Section 2 - Dues

Membership dues shall be payable on or before December 31st of each year. Any change in dues from the previous year shall be determined by membership vote by first-class mail during the month of September. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

Section 3 - Election to Membership

Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Miniature Pinscher Club of America, Inc., and the American Kennel Club, Inc., and the Code of Ethics of the Miniature Pinscher Club of America, Inc. The application shall, as a minimum, state the name, address and occupation 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.

Applicants may be elected at any meeting of the Board of Directors, or by written vote of the Directors by first-class mail. An affirmative vote of 2/3 of the Board

present at a meeting of the Board or 2/3 of the entire Board when voting by first-class mail, shall be required to elect an applicant.

An applicant who has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next meeting of the Club and the Club may elect such applicant by a favorable vote of 75% of the members in good standing, present and voting. An applicant who has received a negative vote shall wait for a period of one year before re-applying for membership.

Section 4 - Termination of Membership

(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. 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 shall be considered as having lapsed and shall automatically be terminated if such member's dues remain unpaid any time after the last day of February. In no case shall a person whose dues are unpaid be entitled to vote, nor may they be nominated for any office or award during the lapsed period.

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

ARTICLE I - MEETINGS

Section 1 - Annual Meeting

The annual meeting of the Club shall be held between March 1st and June 30th in conjunction with the Club's national specialty show, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed first-class to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% 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 who are present at a meeting of the Board, or who vote by first-class mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed first-class by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

Section 2 - Charges

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board or Committee 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. 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 or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or breed, 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 of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send 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 he/she so wishes.

Section 3 - Board Hearing

The Board or Committee 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 or Committee may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next Annual Meeting if that will occur after six months. 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 recommendation of the Board or Committee. Immediately after the Board or Committee 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 decision and penalty, if any.

Section 4 - Expulsion

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

(d) If one or more valid additional nominations are received by the Secretary, he/she shall, on or before December 1st, mail first-class to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a return envelope addressed to the accounting firm marked "BALLOT" and bearing the name of the member to whom it was sent. Each voter after marking/ his/her ballot, shall place it in the envelope addressed to the accounting firm named by the Board of Directors. Ballots must be received by the accounting firm by December 31st. The accounting firm shall check the returns against a list of eligible members, furnished by the Treasurer, prior to opening the envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be sent to the Chairman of the Nominating Committee with a copy to the Secretary. The Treasurer shall provide the accounting firm with a list of members eligible to vote as of December 1st. The person receiving the largest number of votes for each position shall be declared elected. The Secretary shall notify the membership of the results of the election by first-class mail on or before January 31st. If any nominee, at the time of the notification of election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

ARTICLE V - COMMITTEES

Section 1 - Manner of Appointment

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, or other areas which may be well 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 in on particular projects.

Section 2 - Termination of Appointment

Any committee appointment may be terminated by a majority vote of the Board and subsequent written notice to the appointee. The Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI- DISCIPLINE

Section 1 - American Kennel Club, Inc. Suspension

Any member who is suspended from privileges of the American Kennel Club, Inc., shall automatically be suspended from the privileges of this Club for a like period. Any Officer or Board Member suspended by the American Kennel Club Inc., shall be terminated from his/her term of office and replaced as provided by Article III, Section 3.

Section 3 - Board Meetings

Meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board, except that a meeting shall be held preceding the annual meeting. Written notice of each such meeting shall be mailed first-class to each member of the Board not less than 14 days nor more than 30 days prior to the meeting. The quorum for a Board meeting shall be the majority of the Board.

Section 4 - Business

The Board of Directors may also conduct business by telephone conference call, first-class mail, and fax through the secretary, provided it does not conflict with any other provision of these Bylaws. Items voted upon by telephone conference call, first-class mail, and fax must be confirmed in writing within seven days. A majority vote of the Board is required to approve all business.

ARTICLE II- DIRECTORS AND OFFICERS

Section 1 - Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons, all of whom shall be members in good standing who are residents of the United States of America. The four officers shall be elected for a one-year term of office. The five directors shall be elected for a three-year term. Two directors shall be elected for a three-year term each year except, every third year when one is elected for a three-year term. All shall be elected as provided in Article IV, 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 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.

(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, of all votes taken by first-class mail, and of all matters of which a record shall be ordered by the Club. The Secretary 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, and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank, or other savings institution approved by the Board, in the name of the Club. The Treasurer's 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 of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as determined by the Board of Directors. The Treasurer's books shall be audited at the end of each Club year by a person/persons appointed by the Board of Directors. The Treasurer shall keep a roll of the members of the Club, including their addresses.

Section 3 - Vacancies

Any vacancies occurring on the Board, or among the Officers during the year, shall be filled until the next annual election 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.

Section 4 - Delegate

A delegate to the American Kennel Club, Inc., shall be appointed by the Board and, following election by the American Kennel Club, Inc., shall serve until the credentials of his/her successor, duly appointed by the Board, have been acted upon with the approval by the Board of Directors of the American Kennel Club, Inc., unless he/she has previously resigned, or unless his/her credentials have been withdrawn by the Board. The delegate may but need not be an officer of the Club.

ARTICLE M - THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 1 - Club Year

The Club's fiscal year shall begin the first day of January and end on the last day of December.

The Club's official year shall begin on the first day of March and end on the last day of February.

The elected officers and directors shall take office on the first day of March. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by March 1st.

Section 2 - Voting

Voting at the annual meeting shall be limited to those members in good standing who are present at the meeting. Voting by proxy shall not be permitted. Voting for election of officers and directors, for amendments to the Constitution and Bylaws, or the Standard of the Breed must be by written ballot cast by first-class mail. The Board of Directors may also decide to submit other specific questions for decisions of the members by written ballot cast by first-class mail.

Section 3 - Annual Election

The election of Officers and Board of Directors shall be held by first-class mail -in ballot, independent of the annual meeting.

Section 4 - Nomination and Ballots

No person may be a candidate in a Club election who has not been nominated in accordance with the Bylaws. A nominating committee shall be chosen by the Board of Directors before August 15th. The committee shall consist of three members from different areas of the United States of America, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a chairman for the committee. The nominating committee may conduct its business by first-class mail or telephone. Any business conducted by telephone shall be ratified in writing.

(a) The nominating committee shall nominate from among the eligible members in good standing of the Club, one candidate for each office and for each other position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The committee should consider geographic representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary before October 1st, together with written acceptance from each nominee on the slate. The Secretary shall send via first-class mail the submitted list to each member of the Club on or before October 15th so that additional nominations may be made by members if they so desire.

(b) Additional nominations of members in good standing may be made by written petition addressed to the Secretary and received at his/her regular address on or before November 15th. The petition shall be signed by five members in good standing and accompanied by the written acceptance of each such additional nominee signifying the nominee's willingness to be a candidate. No person shall 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 of the nominating committee.

(c) If no valid additional nominations are received by the Secretary on or before November 15th, the nominating committee's slate shall be declared elected as of March 1st.