CONSTITUTION OF THE UNITED STATES NEAPOLITAN MASTIFF CLUB

ARTICLE I: Name and Objectives

SECTION 1: The Name of the Club shall be the United States Neapolitan Mastiff Club.

SECTION 2: The objectives of the Club shall be:

A. To encourage and promote quality in the breeding of purebred Neapolitan Mastiffs and to do all possible for the preservation and welfare of the breed**;**
B. To encourage the organization of independent affiliated Neapolitan Mastiff Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
C. To urge members and breeders to abide by the standard of the breed as approved by this Club and the American Kennel Club as the only standard of excellence by which Neapolitan Mastiffs shall be judged;
D. To do all in its power to protect and advance the interest of the breed and to encourage sportsman-like competition at dog shows, obedience trials, agility, rally, and tracking tests; and
E. To conduct sanctioned matches, specialty shows, obedience trials, agility, rally**,** and tracking tests 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 revenues, dues or donations to the Club shall inure to the benefit of any member.

SECTION 4: The members of the Club may adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS
ARTICLE I: Membership

SECTION 1: Eligibility. Membership of this Club shall include all persons who are in good standing with the American Kennel Club, who subscribe to the Constitution of the United States Neapolitan Mastiff Club (hereinafter known as the "USNMC" or the "Club"), and who have applied for and been accepted as Members under Article I, Section 3 of these bylaws.

There shall be seven (7) types of membership*:*

(a.) Full Membership (Individual). All persons who are U.S. residents and/or U.S. citizens 18 years of age and older. Full Members shall enjoy all the privileges of the Club, including one vote and the ability to hold office if all other requirements are fulfilled. However, persons residing in the same household may not be nominated, elected, nor serve as an Officer or Director concurrently.

(b.) Full Membership (Family). Two (2) persons of the same household, eighteen years of age or older, each of whom comply with the same requirements as that of Full membership shall be defined as Full Family Members. Each shall have one vote and each shall have the ability to hold office if all other requirements are fulfilled. However, persons residing in the same household may not be nominated, elected, nor serve as an Officer or Director concurrently.

(c.) Subscriber. A resident of the U.S. whose interests are parallel to those of the USNMC and who desires to subscribe to the Club's publication*.* Subscribers shall enjoy all privileges except voting or holding the position of officer or director. Subscribers cannot count in determining a quorum.

(d.) Junior Membership*.* Any person between the ages of ten (10) and seventeen (17) inclusive may make application for Junior membership provided they are an active participant of the breed, in good standing with the American Kennel Club, and present the breed in a positive manner. Junior members may not vote, hold office or count in determining a quorum.

(e.) International Subscriber. A person who is both not a resident and not a citizen of the United States but who has interests parallel to those of the USNMC and who desires to subscribe to the Club's publication*.* International Subscribers shall enjoy all privileges except voting or holding office. International Subscribers cannot count in determining a quorum.

(f.) Honorary memberships will be offered periodically to honor a person for his/her outstanding service to the Club or the Neapolitan Mastiff breed and its fancy. Honorary membership shall be offered to those persons elected by unanimous vote of the board. Honorary members shall not pay membership dues, shall not be entitled to vote on any Club matter, shall not be eligible to be an Officer or Director of the Club and cannot count in determining a quorum.

(g.) Chapter Club -A Neapolitan Mastiff Specialty Club, wishing to become a Member Chapter Club must have received recognition from the American Kennel Club to hold B Sanctioned events. It shall expressly agree to incur no indebtedness on the part of the USNMC and its President and at least two-thirds of other Officers and Directors must apply to be Full Members of the USNMC. A Member Chapter Club shall have one vote in club matters.

SECTION 2: Dues. Membership dues shall not exceed $100.00 per year, remitted on or before the 31st day of January each year to the Treasurer. No member whose dues are owing and unpaid for the current year may vote at any Club or Board meeting, nominate others for office, or run for office. During the month of December, 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. This form shall provide that the applicant agrees to abide by the Constitution, Bylaws and Code of Ethics of the USNMC and the rules of The American Kennel Club. No application will be considered complete without full payment of dues for the current calendar year. An Application Form and any applicable Sponsor Forms must bear original signatures and be submitted at the same time for the Applicant to be considered for membership.

a) Additional Requirements:

1) Full Membership (individual) and Full Membership (family): an application for Individual Full Membership and Full Family Membership shall be signed by two (2) sponsors, both of whom are Full members of the Club, not residing in the same household, in good standing for a minimum of one (1) year and are personally acquainted with the applicant for a minimum of one (1) year.
2) Chapter Clubs: An application for a Candidate for Chapter Club shall file its application together with a copy of its Bylaws and a list of its officers, directors, members and their addresses. Such application must be *accompanied* by one year's dues remitted to the Treasurer. It must be approved by a 2/3 of the Board of Directors present at a meeting or voting by mail***,*** or email.

b) Applicants shall be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. The Directors will review an applicant's qualifications for membership without prejudice towards any hearsay, undocumented claims referencing the applicant, or statements contained in his/her application***.*** Affirmative votes of two-thirds ***(***2/3***)*** of the Directors present at a meeting or voting by mail shall be required to elect an applicant. Objections to membership and the investigation of the objection shall be automatically received and considered by the Board in Executive Session. A written objection with evidence of the allegation(s) shall be filed with the Club Secretary, who shall promptly notify the Board of the objection. The board may question the applicant and investigate the objection before voting on the applicant. A copy of such allegation must be shared with the applicant and his/her sponsors.

c) An application which has received a negative vote by the Board may be presented a second time by one of the applicant's endorsers at the next annual meeting of the Club and the members may elect such applicant by secret ballot, requiring a favorable vote of two-thirds (2/3) of members present.

d) An applicant who has received a negative vote will have the opportunity to file an appeal within thirty (30) days of receipt of a letter of denial. An appeal letter can be sent to the Club Secretary along with any written supporting documentation. The Board of Directors will afford the applicant an opportunity to submit his/her case with any, and all, supporting documentation that best represents the applicant's defense against any allegation(s). Within thirty (30) days of such appeal, the Board of Directors in Executive Session will consider the appeal and render a final decision. In the event the Board of Directors denies the appeal, the applicant may refer to Article I, Section 3(c) of these bylaws.

e) Applicants for membership who did not receive a favorable two-thirds (2/3) vote of the members present at the annual meeting may not reapply within twelve ***(***12***)*** months after such rejection.

f) No Full Member may sponsor more than five (5) applications for Full Membership or Full Family Membership in any calendar year.

g) All new member applicants will be published twice consecutively in the Club's Minutes.

SECTION 4: Termination of membership. Memberships may be terminated by:

a) ***Resignation.*** Any member in good standing may resign from the Club by submitting written notice to the 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.

b) ***Lapse***. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the 31st day of January of each year. Upon petition and good cause shown, the Board may grant, in its discretion, retroactive relief for a member due to a delinquency beyond the extended deadline***.*** In no case may a person whose dues are owing and unpaid be entitled to vote at any Club or Board meeting, nominate others for office, or run for office.

c) **Expulsion**. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II: Meetings

SECTION 1: Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club's Specialty Show, if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the Full 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 Board, at a Board meeting, voting by mail, or email as stated in club's Standing Policies. Special Club meetings shall be called by the Secretary upon receipt of a petition signed by 10% of the Full members of the Club who are in good standing. Such a meeting shall be held in such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or e-mailed by the Secretary at least fourteen (14) days and no more than thirty (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 meeting shall be 10% of the members in good standing.

SECTION 3: Board Meetings. The first meeting of the Board shall be held within the first two weeks of the month of July, following the annual election, as stipulated in Article IV of these bylaws. All monthly meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. The Board will conduct a minimum of ten (10) Board Meetings in a calendar year*.*

Written notice of each Board meeting shall be mailed or e-mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, fax, e-mail, telephone conference call or mail.

SECTION 4: ***Communication.*** The Board of Directors may also conduct business by telephone conference call, video conference, mail, (email) and fax provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, video conference, mail (email) and fax must be confirmed in writing by the Secretary within seven days.

ARTICLE III: Officers and Directors

SECTION 1: Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and seven (7) Directors, all whom shall be Full members in good standing who are residents of the United States. They shall hold office for a terms of two (2) years or until their successors have been elected*.* The President, Vice-President and three (3) directors shall be elected in even-numbered years, and the Secretary, Treasurer and four (4) directors shall be elected in odd-numbered years. No person shall serve more than four (4) consecutive years. ** OR No person shall serve more than two (2) consecutive two (2) year terms in any one capacity as either an Officer or Director. ** Serving more than half a term is considered a full-*term.* The management of the Club's affairs shall be entrusted to the Board of Directors.

a) A member selected as an Officer or Director shall agree, as a condition of his/her acceptance of the position, that in the event such Officer or Director has two (2) or more un-excused absences from Club meetings in any one calendar year, his/her resignation from said position shall be automatically submitted to the Board and the Board shall accept such resignation unless such absences are deemed excused by the Board. Any vacancy arising from such resignation shall be filled pursuant to the provision of these bylaws.

b) Meeting of the Board of Directors are defined as gatherings where attendees see and/or hear each other. This includes meeting physically in the same room or conducting a meeting by video conference or teleconference***.***

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 the Board.

(a.) The President shall preside at all meetings of the members and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of 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. The Vice President shall perform any other duties assigned by the Board of Directors.

(c.) The Secretary shall perform all duties incident to the office of Secretary and other duties which may be assigned by the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws. The Secretary shall be in charge of 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 duties as prescribed in these bylaws. The Secretary shall keep the minutes of the meetings or proceedings of the Board of Directors and shall keep these minutes in one or more files established for that purpose. The Secretary shall mail, fax, or email the copy of the minutes of meetings to all Members of the Board, within fourteen (14) days of a meeting. Within seven (7) days each Board Member shall approve or correct the minutes. Board members not responding within seven (7) days shall forfeit their right to approve or correct these minutes. The Secretary shall keep a record of all votes taken by mail or e-mail***,*** and of all matters for which a record shall be ordered by the Club. The Secretary shall be custodian of the records of the Club and of the Club's seal. The Secretary will see that the seal of the Club is attached to all documents requiring that the seal attachment authorize their execution.

(d.) The Treasurer shall collect and receive all moneys due or belonging to the Club. Co-mingling of Club moneys and/or property is absolutely forbidden. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The accounts shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not previously reported. At the Annual Meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be responsible for the timely filing of the tax returns generated for the fiscal year in which he/she took office and will submit a complete accounting of all federal and State tax returns filed for each fiscal year in office. At the end of each fiscal year and prior to the preparation of the tax returns, the books and records of the Treasury shall be audited by an auditor approved by the Board. The books and records of the National Specialty shall be included as part of the audit of the Club's records. The Treasurer shall be the custodian of all of the Club's financial records, including the records of the National Specialty. All records shall be retained for the period of time required by the Internal Revenue Service. The Treasurer shall use an automated accounting system approved by the Board***.*** The Treasurer shall be bonded in such amount as the board of directors shall determine.

SECTION 3: Other Positions. {A Board appointed AKC Delegate shall attend AKC Delegate's meeting approximately four times per year or as needed, shall actively participate in the full body AKC Delegate meetings and/ or other AKC Delegate subcommittee meetings, and shall report back to the proceedings to the Board. The AKC Delegate shall be a non-voting member of the Board}

SECTION 4: Bonds. Any officer of the Club shall post a bond to the Club, if required by the Board of Directors, in such amount as the Board of Directors will determine. The cost of the bond shall be paid by the club.

SECTION 5: 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 the remaining 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. All property and records relating to an office vacated must be turned over to the successor of that office by the vacating Officer, his/her heirs, extended family, or executor within two (2) weeks of that office being vacated. The Club may seek legal redress for any failure to turnover Club property and/or records as provided in this Section.

SECTION 6: Past President. The immediate Past President shall be invited to sit on the Board for one (1) additional year after the President-Elect assumes office, in order to give counsel and serve as a historian for past Board business. The Past President shall attend Board meetings, at the direction of the Board, and participate in discussions; however, he/she shall neither be allowed to make motions nor vote, and shall not be counted to determine if a quorum is present at a Board meeting. The Past President may decline to serve in this capacity.

ARTICLE IV: Club Year, Voting, Nominations, and Elections

SECTION 1: Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December. The Club's official year shall begin on the 1st day of July and end on the last day of June. The elected Officers and Directors shall take office on the first day of July, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by July 1st of the same year. The outgoing Treasurer will ensure all tax returns and Club audits relating to the fiscal year in which he/she took office have been timely filed.

SECTION 2: Voting. At the Annual Meeting or at any special meeting of the Club, voting shall be limited to those Full members in good standing who are present at the meeting. The annual election of Officers, Directors, and Delegate to the AKC who may but need not be a Director or Officer of the club or amendments to the Constitution, Bylaws, or the Breed Standard shall be decided by a written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3: Annual Election. The election of Officers and Directors shall be conducted by secret ballot. To be considered valid, ballots must be received by the Secretary by June 15th. Ballots shall be c unted by three inspectors of election who are Full members in good standing and neither members of the current Board nor candidates on the ballot. The Board may decide to designate an independent accounting firm to send, receive, and count the ballots. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee prior to or during the election is unable to serve for any reason, such nominee shall not be elected and the vacancy thus created shall be filled by the new Board of Directors in the manner provided by Article III, Section 5 of these bylaws.

SECTION 4: Nominations and Ballots. No person shall be a candidate or vote in a Club election unless a Full member as of December 31***st*** of the preceding year, in good standing, renewed for the current Club year and nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before March 1st of the year in which the election is being held. The Committee shall consist of three members from different areas of the U.S.A., and two alternates, all renewed Full members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall appoint one of the members to act as chairman for the Committee. The Nominating Committee may conduct its business by telephone conference call, video conference, mail, fax *or* email, in accordance with the policy approved by the board.

(a.) The Nominating Committee shall nominate from among the eligible renewed members of the Club, one candidate for each office, and for each position on the Board of Directors. The Committee will procure the acceptance, in writing, of each nominee chosen. The Committee

should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then send its slate of candidates to the Secretary who will mail the list, including the full name of each candidate and the name of the State in which he/she resides, to each member on or before April 1st, so that additional nominations may be made by members if they so desire.

(b.) Additional nominations of eligible members may be made by written petition to the Secretary and received by the Secretary, by fax on or before May 1st or by mail postmarked on or before May 1st and received by the Secretary by May 8th. Such nominations shall be signed by five other current and renewed members in good standing and accompanied by the written acceptance of each such additional nominee, confirming his/her willingness to be a candidate. No person shall be a candidate for more than one position.

(c.) If no valid nominations as defined in paragraph B above exist, the Nominating Committee's slate shall be declared elected and no voting will be required.

(d.) If one or more valid nominations as defined in paragraph B above exist, a balloting shall take place. The Board shall determine if the mailing and receipt of the ballots shall be done by the club Secretary or by an independent accounting firm designated by the Board.

(e.) The Board shall also determine if the counting of the received ballots shall be done by a committee of three club members, called the Inspectors of Election, or by an independent accounting firm designated by the Board.

(f.) The Secretary or designated accounting firm shall, on or before May 15th mail to each renewed Full member or Member Chapter Club in good standing a ballot. The ballot shall list all nominees for each position, in alphabetical order, with the name of the States in which he/she resides. The ballot shall be mailed together with a blank envelope, and a return envelope addressed to the Secretary or the designated accounting firm marked "ballot" and bearing the name of the member to whom it was sent. In order for ballots to be cast in secret, instructions must be included with each ballot instructing each voter, after marking the ballot, to seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary or designated accounting firm.

(g.) Instructions sent with the ballot must also indicate that the ballots are to be received by the Secretary or designated accounting firm no later than June 15th in order to be counted.

(h.) The Secretary or designated accounting firm shall then forward all ballots to the inspectors of election or to the designated accounting firm as necessary. The inspectors of election or designated firm shall check the returns against the list of members whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting before the Annual Meeting. The results of the voting shall be announced at the Annual Meeting.

(i.) Nominations cannot be made at the Annual Meeting or in any other manner other than as provided above.

ARTICLE V: Committees

SECTION 1: Committees. Each year, the Board may appoint standing committees to advance the work of the Club in such matters as dog shows, sanctioned matches, specialty shows, obedience trials, agility, rally, and tracking tests; trophies; annual awards; membership; and other fields which may be served by committees. Activities of such committee shall always be subject to the final authority of the Board. The Ethics Committee, however, requires an application reviewed and approved by the Board of Directors. Members of the Ethics Committee are selected, having passed the application process, by a majority vote of the Board. Special committees shall also be appointed by the Board to aid it on particular projects.

SECTION 2: Appointments. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service

has been terminated. In the event a position of the Ethics Committee is terminated, the vacancy will be filled upon successful completion of the application process and a majority vote of the Board.

ARTICLE VI: Discipline

SECTION 1: American Kennel Club. Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2: **Complaints.** The Club has the right to prescribe and enforce its membership standards and to investigate its members when a charge is filed, but only to the extent as may be necessary to enforce its standards. The Club has the right to establish guilt as affecting the Club's judgment of a person's fitness for membership.

(a.) The Board of Directors shall receive, discuss, and deal with any/all charges alleged within Executive Session. Any and all paperwork involved in a complaint shall be marked "Confidential". Any person who does not keep the issue confidential may be held personally liable and disciplinary action may be brought by the board of Directors.

(b.) Any member in good standing may press charges against a member for alleged misconduct prejudicial to the best interest of the Club or the Neapolitan Mastiff breed. A written charge, with specifications and evidence, must be filed in duplicate with the Secretary together with a deposit of fifty ($50.00) dollars, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at the next Board meeting and the Board shall first consider whether the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the Neapolitan Mastiff breed.

(c.) If the board determines by a two-thirds (2/3) majority vote of the entire Board that the charges do not constitute conduct, which would be prejudicial to the best interest of the Club or the Neapolitan Mastiff breed, it may refuse to entertain jurisdiction.

(d.) If the Board by a two-thirds (2/3) majority vote of the entire Board determines to entertain jurisdiction of that charge, the President shall activate the Ethics (Investigating) Committee consisting of not more than five (5) members in good standing at least one of whom shall be a Board member, who shall investigate the charge and report its recommendations to the Board. The Secretary shall promptly inform the accused member by certified mail of the action the Board has taken and that the matter is within Executive Session.

(e.) In no instance shall the name of the member accused be published by the Club or its members in reference to the charge unless the final outcome warrants a suspension or an expulsion .

(f.) The Ethics (Investigating) Committee shall first verify all of the signatures on and the authenticity of the specifications and evidence provided which attest to the charge, next request information and opinion from the accused, then investigate the charge, and finally advise the Board in writing of each Committee Member's opinion.

(g.) If the Ethics (Investigating) Committee recommends the Board proceed with disciplinary action against a member, the Board is to review all specifications and evidence, and, if the Board is in agreement by majority vote of the entire Board, it shall promptly fix a date and time for a hearing of not less than thirty (30) days and not more than sixty (60) days after this decision. The Secretary shall immediately send the accused member by registered mail notification of the hearing and shall also include one (1) copy of the charges as stated and shall also state that failure to appear and respond shall be failure to show cause why disciplinary action should not be imposed and shall assure the defendant may personally appear in his or her own defense and bring witnesses. The hearing date may be postponed due to extenuating circumstances at the request of the Board or the member. A postponement may not exceed 14 days from the date of the scheduled hearing. Only one (1) postponement shall be granted.

SECTION 3: Hearings. The Board shall have complete authority to decide whether counsel may attend the hearing, provided that both complainant and defendant shall be treated uniformly in this regard. Should the charges against a member be sustained after hearing all evidence and testimonies presented by complainant

and defendant, the Board may, by a two-thirds (2/3) majority vote among members present, do any of the following*:* reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next Annual Meeting, if this meeting will occur after six (6) months from the date of the hearing. And if the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion*.* In this case, the recommendation for expulsion shall not restrict the defendant's right to appeal before fellow members at the next Annual Meeting*,* which will consider the recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary shall promptly notify each of the parties of the decision and penalty, if any*.* In the event of expulsion, the Secretary will also inform the Neapolitan Mastiff Specialty Member Chapter Clubs of this decision.

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 the recommendation of the Board as Section 3 of this Article. The defendant shall have the privilege of appearing on his/her own behalf*;* although*,* no evidence not previously submitted at the hearing may be presented at this meeting. The President shall read the charges, finding, and recommendations, and shall invite the defendant to speak in his/her own behalf. The members, present in a sufficient quorum, shall then vote by secret ballot on the proposed expulsion. A two-thirds *(*2/3*)* majority vote of those present and voting at the Annual Meeting shall be required for expulsion. If expulsion is rejected, the suspension and other penalties, if applicable, shall stand.

ARTICLE VII: Indemnity

SECTION 1: Indemnification. The Club shall indemnify any person who is or was a Director or an Officer of the Club against any and all liability that may be incurred by him/her in connection with any claim, action, suit, or proceeding in which he/she may become involved, as a party or otherwise, by reason of being or having been a Director or Officer of the Club. The Club will only indemnify provided the person acted in good faith and in what he/she believed to be the best interests of the Club.

SECTION 2: Procedure. Any indemnification shall be made only if the Board of Directors, acting by a quorum consisting of Directors who are not party to such claim, action, suit, or proceeding, shall find that the Director or Officer has met the standards of conduct stated in Section 1 of this article.

SECTION 3: Definitions. As used for the purposes of this article, the terms "liability" and "expense" shall include counsel fees, disbursements, and amounts of judgments, fines, penalties, and amounts paid in settlement by the Director or Officer or delegate to the AKC. These amounts exclude any amounts paid by the Club itself.

ARTICLE VIII: Amendments

SECTION 1: Amendments to the Constitution, Bylaws and/or Breed Standard may be proposed to the Board of Directors or by written petition addressed to the Secretary signed by 20% of the Full membership in good standing. Amendments proposed by such petition and reviewed by the Board of Directors must be submitted within three months of the date of the petition to the Board by the Secretary to all members with the Board of Director's recommendations for a vote.

SECTION 2: The Constitution, Bylaws and Breed Standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each Full member and Member Chapter Club in good standing on the date of mailing, together with a ballot on which a choice of for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(*f*) shall be used in handling such ballots to ensure secrecy of the vote. A notice accompanying this ballot shall specify a return

due date not more than 30 days after the date postmarked. A favorable vote of two-thirds *(*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: No amendment to the Constitution, Bylaws or to the Breed Standard that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX: Dissolution

SECTION 1: ***Dissolution.*** The Club may be dissolved at any time by the written consent of not less than two-thirds *(*2/3*)* of its members in good standing. In the event of dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary of 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 all debts and liabilities of the Club, any remaining asset shall be given to a charitable organization for dogs, to be selected by the Board of Directors.

ARTICLE X: Order of Business

SECTION 1: ***Club Meetings.*** At the meetings of the Club, the order of business, to the extent that the character and nature of the meeting may permit, shall be as follows:
A. Roll Call
B. Minutes of the preceding meeting
C. Report of the President
D. Report of the Secretary
E. Report of the Treasurer
F. Report of any Committees
G. Announcement of Election Results of Officers and Board (at Annual Meeting)
H. Election of New Members
I. Unfinished Business
J. New Business
K. Adjournment

SECTION 2: ***Board Meetings.*** At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:
A. Roll Call
B. Minutes of the preceding meeting
C. Report of the President
D. Report of the Secretary
E. Report of the Treasurer
F. Report of any Committees
G. Election of New Members
H. Unfinished Business
I. New Business
J. Adjournment

ARTICLE XI: Parliamentary Authority

SECTION 1: ***Parliamentary Authority.*** 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.