

BYLAWS of the SMALL MUNSTERLANDER CLUB OF NORTH AMERICA, Inc

ARTICLE I. NAME

Section A. The name of this organization shall be known as the Small Munsterlander Club of North America, Inc. (SMCNA), herein referred to as the "Club."

ARTICLE II. ORGANIZATION

Section A. The Club shall have, in the State of Nebraska, a registered office as required by the Nebraska Nonprofit Corporation Act. The registered office of the Club may be, but need not be, identical with the principal office in the State of Nebraska. The address of the registered office may be changed from time to time by the Board of Directors.

Section B. The Club will operate in a "not-for-profit" manner.

ARTICLE III. GOALS AND PRIMARY CLUB PURPOSE

Section A. Small Munsterlander Club of North America, Inc. will promote the responsible ownership of the Small Munsterlander; also known as (SM) and serve as the official North American Breed Registry.

Section B. To that end the Club has set forth the following goals

Paragraph 1. The Club will provide the registration of all purebred Small Munsterlanders on the North American continent whose inheritance traces back to foundation stock.

Paragraph 2. The Club will provide Tracking Numbers for purebred progeny of Small Munsterlanders which did not qualify for registration.

Paragraph 3. The Club recognizes the Small Munsterlander to be a versatile hunting dog, accepts the FCI Standard of the breed as the only standard of conformation by which the Small Munsterlander shall be judged, and encourages testing, training and breeding that conforms to accepted standards.

Paragraph 4. The Club will serve as a clearinghouse for members and other interested parties to advance information concerning the dogs, availability of animals for sale, provide a calendar of Club events, and the names of officers of the Club.

Paragraph 5. The Club will maintain a database of all known Small Munsterlanders bred in and imported to North America.

ARTICLE IV. MEMBERSHIP

Section A. Membership shall be open to anyone filling out and signing the Board approved membership form and paying the dues established for the calendar year. All persons who become members thereby agree to be bound by the Club's Bylaws, Code of Ethics, and Breed Council and Registry Manual, regardless of citizenship or place of residency.

Paragraph 1. There will be three levels of membership, a family membership consisting of two votes in elections, an individual membership consisting of one vote in elections, and a non-voting complimentary membership.

Section B. Membership may be revoked or suspended by a majority vote of the Board of Directors, upon satisfactory proof that a member's actions are not ethical, professional and or detrimental to the Club or breed. Such revocation or suspension may be made only after notice to the member of the specific charges and sufficient opportunity for such member to provide explanation and evidence to the Board of Directors, as the member deems appropriate. Any suspended or revoked member may apply for reinstatement at any time, which may be granted at the discretion of the majority of the Board.

ARTICLE V. DUES AND FEES

Section A. The Board of Directors will establish dues for the ensuing year. All dues are payable at the beginning of the calendar year, January 1.

Paragraph 1. A member, whose dues are not received by March 1, shall forfeit all rights of membership and their name(s) will be stricken from the membership, provided that a written notice has been forwarded to the offending member thirty (30) days prior to termination.

Paragraph 2. Any new member joining after August 1, will be credited for the balance of the existing year and the balance of the next.

Paragraph 3. The Board of Directors will establish a fee for registration or recording of litters or other offspring.

Paragraph 4. All payments to the SMCNA shall be in American currency (US dollars).

ARTICLE VI. GOVERNMENT

Section A. The control and general management of the Club shall be vested in a Board of Directors, which shall consist of five (5) members as follows: President, Vice President, Secretary, Treasurer and Breed Registrar.

Paragraph 1. No more than one (1) member of an immediate family (husband, wife, sister, brother, mother, father) may serve on the Board of Directors.

Paragraph 2. No member shall hold more than one office on the Board of Directors. Officers may, however, serve on other committees.

Paragraph 3. Changes to the Bylaws require membership approval by a two-thirds (2/3) majority of the votes received.

Paragraph 4. No officer or member of the Board of Directors shall receive compensation for services. Expenses, directly related to Club management, may be submitted for approval and reimbursement.

Section B. Job Descriptions.

Paragraph 1. The Board will maintain a written set of Job Descriptions which may be amended by the Board as necessary.

Paragraph 2. Other officers: The Board of Directors may appoint or create such other officers or committees as it deems necessary to effectively run the Club. Examples being but not limited to: Sgt. at Arms/Parliamentarian, Newsletter Editor, Breeder's Bulletin Editor, Public Relations Officer, Conference coordinator, Registrar coordinator, Webmaster and any other position that may be deemed necessary.

Paragraph 3. Any action that may be legally taken by the Board at a duly called and held meeting may just as effectively be taken by the Board by mail. Members of the Club shall be duly informed of all business transacted by the Board. In the event of a tie vote of the Board of Directors, the motion will be defeated and tabled; it can be proposed again at a later time.

ARTICLE VII. MEETINGS

Section A. The directors shall meet as often as the President determines is appropriate but in any event no less often than annually. Any such meeting may take place in person, video conference or other electronic means as considered appropriate and most cost effective. The President shall call such meeting by providing all other Directors at least thirty (30) days notice, except in the case of an emergency a meeting may be called on a three (3) days notice. The directors may waive the required notice time.

Paragraph 1. Any member may, at his or her own expense, attend any Board of Directors meeting, provided they notify the Board of Directors of their desire to participate. The Board of Directors may meet in executive session when necessary.

Paragraph 2. The President, any three Directors, or fifteen (15) members at large may call for a special meeting.

Paragraph 3. Minutes of all Club meetings, including the Board of Directors, shall be published or otherwise made available to the entire membership.

Paragraph 4. Periodic national meetings, open to all members, will be held at a place and time designated by the Board of Directors. Such meetings should serve as both a business forum to provide members an opportunity to provide input on the Club's management and as a social forum to meet other members and learn more about the breed.

Paragraph 5. Ten (10) members of the Club shall constitute a quorum at all meetings, except that three (3) members of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.

Paragraph 6. A written agenda will be made available to all members prior to the annual meeting.

Paragraph 7. Robert's Rules of Order, administered by a parliamentarian, will be utilized to conduct business at annual meeting.

ARTICLE VIII. ELECTIONS AND VOTING

Section A. Elections will be held annually by October 1st. An officer who is not on the ballot for an office shall serve as the election judge and conduct the election. If no candidate runs for an office the Board of Directors, with a majority vote, will appoint an individual to fill the position, and no election will be conducted for that year.

Paragraph 1. Any member serving as a director or on a committee of the Small Munsterlander Club of North America, Inc., must be a member in good standing.

Paragraph 2. The Director will take office the first day of the month following the election (November 1).

Paragraph 3. Election of officers shall be as follows: Directors shall serve two-year terms, with the President, Secretary and Breed Registrar elected in even-numbered years, and the Vice-President and Treasurer elected in odd-numbered years.

Paragraph 4. Six months prior to an election, members will be notified of positions up for election and the timetable for submitting candidates. Members may nominate themselves or other members they know to be willing to participate. A list of candidates and their slates will be made available to the membership prior to the election.

Paragraph 5. The Secretary shall prepare and send by 1st class mail, or through the use of secure web-based voting: a ballot bearing all the names in nomination. The election shall be conducted by secret ballots, which shall be marked and returned promptly. If the Secretary is a candidate for any office, the ballot will be returned and counted by a member in good standing, appointed by the current Board of Directors. If the vote was through the use of secure web-based voting automated electronic counting is acceptable. A plurality of the ballots received shall elect. In case of a tie vote, the past President shall decide the winner.

Paragraph 6. If the office of President becomes vacant the Vice-President shall become the President. All other vacancies occurring on the Board of Directors will be filled by appointment of the remaining Directors. The appointment will be for the unexpired term of the predecessor in office.

Paragraph 7. Any Director may resign at any time, either by oral tender or resignation at any meeting of the Board of Directors or by giving written notice hereof to the President or Secretary. Such resignation shall take effect at the time specified. If no time is specified the resignation will take effect at the time tendered.

Paragraph 8. A Director may be removed from office by majority vote of the Directors, if justifiable evidence is given that said Director violated the ethical standards or jeopardizes the good of the Club.

ARTICLE IX. BREED COUNCIL

Section A The Breed Council is charged with maintaining standards and policies as set forth in the Breed Council and Registry Manual and promoting quality breeding programs with the ultimate goal of improving the breed.

Paragraph 1. The council will consist of up to seven (7) members. The Breed Registrar, who may serve as chairperson, and up to six (6) other members appointed by the Board of Directors. The Breed Council members will serve two year terms.

Paragraph 2. The Breed Council shall administrate a training program to certify conformation judges.

Paragraph 3. The Breed Council will evaluate dogs/bitches submitted by owners who are interested in breeding. A written evaluation will be given to the Board of Directors and a copy sent to the owner of the animal.

Paragraph 4. The Board of Directors and Breed Council will develop and maintain a policy manual. The Breed Council and Registry Manual will contain detailed information on registry policies and requirements and Breed Council guidelines for breeding recommendations, policies, standards, and testing requirements that the Breed Council will use. The Breed Council and Registry Manual shall serve as the basis for evaluating dogs submitted for breeding consideration, and will identify qualifications for registering dogs and issuances of pedigrees.

Paragraph 5. The Board of Directors shall have the authority to amend the Breed Council and Registry Manual, in its sole discretion, except for substantive changes to Section 3.2 (Requirements for Breeding) and Section 3.3 (General Breeding Guidelines) not otherwise required by law or FCI Standard, which shall require membership approval by at least 60% of votes received through a written ballot, or through the use of secure web-based voting sent to all members.

Paragraph 6. A member of the Breed Council may be removed for inactivity or conduct not in the best interest of the breed or Club.

ARTICLE X. LIABILITY

Section A. No member, officer, or Director shall be held personally liable for any act done in good faith in the exercise of that person's power or duties.

Paragraph 1. Neither the Club nor any officers nor Directors shall have any liability to any member or other person arising from or relating to:

- (a) Membership, suspension of membership, or expulsion,
- (b) Approval or refusal to approve a bitch or dog for breeding,
- (c) Registration or recordation of any dog or litter, or refusal to register or record a dog or litter,
- (d) Any good faith error or inaccuracy in any certificate, pedigree, performance score or other record or information maintained or communicated by or on behalf of the Club.

ARTICLE XI. AMENDMENTS TO BYLAWS

Section A. These Bylaws shall be amended from time to time as set forth herein. Proposed changes to the Bylaws shall be brought forth by the Board of Directors or by a petition signed by 30 voting members. Changes shall be voted on individually or as a whole through a mail ballot, or through the use of secure web-based voting sent to all members in a time frame as determined by the Board of Directors. Approval of the amendment(s) shall require membership approval by a two-thirds (2/3) majority of the votes received.

Paragraph 1. The Code of Ethics may be amended by a majority vote of the Board of Directors.

Paragraph 2. The Board will have the authority to make one time grammatical and spelling corrections in the Bylaws which do not change the meaning of any part of the Bylaws.

APPENDIX A: JOB DESCRIPTIONS

Section 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 President in addition to those particularly specified in these Bylaws. The President, unless specifically appointed to that committee, shall be an ex officio member, without voting privileges, of all committees except the Nominating Committee.

Section B. THE VICE PRESIDENT shall assume the duties and exercise the powers of the President in case of the President's death, absence, resignation or incapacity. The Vice President shall serve to function as the Club coordinator for regional activities and Club sponsored functions.

Section C. THE SECRETARY shall keep a record of all meetings of the Club and of the Board and of all votes taken by 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 Officers and Directors of their election to office and carry out such other duties as are prescribed in these Bylaws.

Section D. THE TREASURER shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. His/her books shall at all times be open to inspection by the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The fiscal year shall be from January 1 to December 31 following. The treasurer's accounts shall be reviewed annually by a finance committee.

Section E. BREED REGISTRAR shall be responsible for: Maintaining a current list of all SMs approved to breed in North America. Register all SMs born in North America who are eligible for registration. Issue pedigrees and registration numbers to owners of all registered SMs in North America. Record for identification purposes the offspring of all breedings of SMs that are not then eligible for registration, and provide the owners of such dogs a tracking number. Maintain a genetics database. Maintain a breed database.

APPENDIX B: CODE OF ETHICS

Membership in the Small Munsterlander Club of North America carries with it certain responsibilities. The Club has been formed for the purposes of preserving and protecting the welfare of the Small Munsterlander. To that end, the Small Munsterlander Club of North America puts forth the following standards of behavior and practice for its members. Note: changes to the code of ethics do not require a bylaw amendment and vote by the membership.

1. All members will put the well being of their dogs and the breed as a whole before any personal gain.
2. All members will conduct themselves honorably and exhibit good sportsmanship at all times. Members will never knowingly make unfair or untrue statements regarding the dogs or practices of others.
3. No member shall knowingly be involved in the sale of a Small Munsterlander through pet shops, or to an institution where it will be used for clinical research.
4. Participation in the Small Munsterlander Club of North America, Inc should be encouraged and promoted by the members.

Ratified by a two thirds majority of the voting membership on 10/15/2014 by secret ballot.