

MPDBA Bylaws

The name of the organization is: Minnesota Purebred Dog Breeders Association. It is a nonprofit organization incorporated under the laws of the State of Minnesota.

Article I – Offices

Section 1 – Office

The principal office of the Corporation in the State of Minnesota is located in the City of Minneapolis, County of Hennepin. The Corporation may have such other offices, either within or without the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Minnesota a registered office, and a registered agent whose office is identical with such registered office, as required by the Minnesota Nonprofit Corporation Act.

The registered office may be, but need not be, identical to the principal office on file in the Secretary of State's office, State of Minnesota, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2 – Purpose

The purpose of this Corporation is as defined within the Club Objectives.

Article II – Membership

Section 1 – Eligibility

The Corporation shall have six (6) types of memberships as follows:

- (a) individual (type 1)
- (b) household (type 2)
Household is maximum of 2 adults over the age of 18.
- (c) Obedience / Training

Clubs, Breed Specialty Clubs, All Breed Kennel Clubs, and Independent Dog Fancier Organizations (type 3)

(d) Commercial organizations (type 4)

(e) Honorary members (type 5).

Honorary type 5 memberships shall be conferred upon such persons as the Directors may deem deserving of special recognition for service to the corporation and purebred dogs, and shall endure for the lifetime of that person.

(f) Associate Member – No Voting Rights (type 6)

Associate type 6 members available only to co-owners, puppy buyers, family members not living in same household. They may participate in events but may not vote.

All membership types must, where applicable, be in good standing with the AKC or any other national or international kennel club we so designate, be officially recognized by their respective kennel club. They must subscribe to and support the Constitution of this Corporation and the Bylaws, and who further agree to abide by the Code of Ethics, Code of Conduct, minimum standards of this Corporation and the Club Objectives.

Applicants agree to assume such responsibility for dogs co-owned by them, their spouses or legal partners, other household occupants, and any other type of legal binding ownership combinations.

Anyone applying for membership after June 1 of any year will not be eligible to participate in that year's State Fair.

Section 2 – Dues

Membership dues shall be as follows:

- (a) Type 1 – individual \$25 per year
- (b) Type 2 –household \$30 per year
- (c) Type 3 – dog organizations \$40.00 per year
- (d) Type 4 – commercial organizations \$40.00 per year
- (e) type 5 – honorary No annual dues
- (f) type 6 – associate \$10.00 per year

Other rates may be established by a majority vote of the Board of Directors.

No eligible member may vote at the annual meeting nor for election of Board of Directors nor changes to Bylaws whose dues are not paid for the current year.

By the end of March of each year, the Treasurer or the Membership Committee shall send to each eligible member, the first statement of dues for the current year.

In no case may a person or club whose dues are unpaid after June 1 be allowed to participate in that year's State Fair except due to unforeseen extenuating circumstances. The circumstances must be approved by the Board and may also be voted upon electronically at any time outside a scheduled Board meeting.

Section 3 - Approval of Membership

Each applicant for types 1, 2, 3, 4, or 6 membership shall apply on an application form approved by the Board of Directors.

The application shall provide that the applicant agrees to abide by the Constitution, Bylaws, Code of Ethics, Code of Conduct, and the Club Objectives. The application

MPDBA Bylaws

must be signed by two sponsors who are members in good standing with the Corporation who are not related to the applicant or each other.

The prospective member shall submit the application and first year's dues to the Membership Committee. The Membership Committee shall review the application and give its recommendation to the Board of Directors. Applicants shall be approved by the Board of Directors present at the properly convened Board of Directors meeting, or by a vote of the Board of Directors taken by a written or electronic ballot through the mail, email, or any other electronic or virtual method.

Membership is approved upon:

- (a) Receipt of membership application and dues
- (b) receipt of Letter of Intent
- (c) completion of home/kennel visit recommending approval
- (d) receipt of signed Code of Ethics
- (e) receipt of signed Code of Conduct
- (f) published notice of an application in one (1) month's newsletter
- (g) a subsequent acceptance vote by a simple majority of the Board at the next (second) monthly meeting, except that it shall take three Directors to veto acceptance.

Associate Membership is approved upon:

- (a) receipt of associate member application plus dues
- (b) receipt of signed Code of Ethics
- (c) receipt of signed Code of Conduct
- (d) subsequent acceptance vote by a simple majority of the Board at meeting following receipt of application.

Lacking a vote for approval, the applicant shall be given written

notification within 10 days of the vote stating the reason(s) for lack of approval. The notice must be sent by registered mail.

The applicant will be given 30 days from the date of the written notice the opportunity to discuss those reasons with the Board for requirements for resolution.

The applicant will be given an additional 30 days from the date of the documented discussion with the Board to resolve the issues that caused lack of approval.

If the applicant does not respond within 30 days following discussion with the Board or does not resolve the issues to the satisfaction of the Board, the application and membership fee will be returned to the applicant upon a final vote of the Board to disapprove.

An applicant who has not resolved the issues causing non-approval cannot re-apply for a period of six months from the final vote of the Board.

Section 4 – Returning Member

Any person who resigned or whose membership lapsed may reapply for membership by completing the requirements stated in Article II, Section 3 - Election to Membership, except that the requirement of having two sponsors for the applicant will be waived.

Section 5 - Termination of Membership

Membership may be terminated by:

(a) resignation. Any member in good standing may resign from this Corporation upon written or electronic notice to the Secretary.

(b) lapsing. A membership shall be considered lapsed and terminated if such member's dues remain unpaid

45 days after the end of the March 31 fiscal year.

In no case may a person who lapsed and whose dues are unpaid as of the date of any Corporation meeting be entitled to vote at that meeting.

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

Section 6 - Voting Rights

Each person in type 1, 2 or 5, and one person in type 3 and 4, in good standing, shall be entitled to one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited and voting by proxy shall not be permitted.

If a third adult lives in the same household and wants to vote, that person would first have to apply for an individual membership.

An Associate member may not vote.

Article III – Meetings

Section 1 - Annual Meeting

The annual meeting of the Corporation shall be held between January 15 and the end of February of the calendar year at a place and time designated by the Board of Directors.

Written notice of the annual meeting shall be sent by the Secretary via postal or electronic notice to each member at least 30 days prior to the meeting.

Section 2 – Membership Meetings

At all membership meetings of the Corporation, those eligible members present shall constitute a quorum.

Section 3 - Special Meetings

Special Corporation meetings may

MPDBA Bylaws

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 postal or electronic mail.

A special meeting may also be requested upon receipt by the Secretary of a petition signed by five (5) members of the Corporation who are in good standing. Such meetings shall be held at such place, date, and time designated by the Board of Directors.

Written notice of the meeting shall be mailed or emailed to all members in good standing by the Secretary at least 30 days prior to the meeting.

The notice of the meeting shall state the purpose of the meeting and no other Corporation business may be transacted at that special meeting.

Section 4 - Board Meetings

The first meeting of the Board shall be held immediately following the annual meeting and election.

Other meetings of the Board of Directors shall be held at such times and places as designated by a majority of the entire Board.

Written notice of each Board meeting and the planned agenda shall be sent by the Secretary via post office or electronic mail to each member of the Board at least seven (7) days prior to the date of the meeting.

Section 5 - Quorum

The quorum for a Board meeting shall be a majority of the Directors.

Article IV - Directors, Officers, Club and Organization Representatives

Section 1 - Management

The management of the Corporation shall be entrusted to the Board of Directors.

Section 2 - Board of Directors

The Board of Directors shall be comprised of seven (7) to eleven (11) members who shall be elected at, or prior to, the annual meeting from among type 1, type 2, and type 5 members of the Corporation.

The Board shall be comprised of Directors having terms of two (2) years and one (1) year. The number of Directors elected for a two-year term shall be the number needed to maintain a simple majority of the Board.

The number of directors having a remaining term of one (1) year shall be the simple minority of the Board.

If a Director resigns before their term is completed, the Board by majority vote of Board members present at that next meeting, shall appoint an eligible member to complete the year remaining for that open position.

Any Director missing four regular Board meetings in an official annual year as defined in Article III, Section 1, shall automatically be removed from the Board.

If the Director misses a meeting for a previously approved reason, that meeting will not be counted as one of the four missed.

The Board may reinstate a Director who has been removed for non-attendance, by a motion approved by a simple majority of the Directors present. Such action must be taken no later than the next regular Board meeting following the 4th absence.

Section 3 - Officers

The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of

Directors. Each officer shall be selected from the members of the Board.

Election of officers shall be held at the first meeting of the Board immediately following the annual meeting and they shall serve until their replacements are duly elected. Officers of the Corporation may succeed themselves in the same capacity for no more than four consecutive years.

If said office has no candidate willing to run for replacement, the current candidate may continue in that position, if desired, until another Board member is willing to run for that office and is voted in by the Board.

The officers shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings.

The President shall preside at all meetings of the Corporation and of the Board and shall:

- a) be responsible for day-to-day operation of the Corporation
- b) have the duties and powers normally assigned to the office of President
- c) have those duties and powers in addition to those particularly specified in these Bylaws

In the case of the President's death, absence or incapacity, as determined by the Board, the Vice-President shall assume the duties and exercise the powers of the President.

If the replaced President's absence shall be permanent, the Board shall elect, from its members, a new Vice-President for the unexpired term.

The Secretary shall keep a record of all meetings of the Corporation and of the Board and of all votes

MPDBA Bylaws

taken in person, by mail, email, virtual meeting, telephone or any other online system and of all matters of which a record be ordered by the Corporation.

All records of the Secretary and Corporation shall be both in paper in a manual as required by the State of Minnesota and archived on a platform cloud based or other similar platform determined by the Board to ensure continued future access.

The Treasurer shall collect and receive all moneys due or belonging to the Corporation.

S/he shall keep a record of all monetary transactions and shall deposit all moneys in a bank approved by the Board in the name of the Corporation.

The Treasurer's books shall always be open to the inspection of the Board and s/he shall report the condition of the Corporation's finances at every regular meeting.

At the annual meeting, s/he shall render an account of all monies received and expended during the preceding annual year.

Within three (3) months following the end of the corporation's fiscal year, March 31, the then Treasurer plus 1 Director and one or two type 1, type 2, or type 5 members appointed by the Board shall perform an audit of the prior year's finances and records.

The Treasurer may be bonded in an amount to be determined by the Board of Directors, the cost of the bond to be paid by the Corporation.

The Board of Directors shall appoint such other officers from the type 1, type 2 or type 5 members as it deems necessary.

Section 4 – Vacancies

Any vacancies occurring on the Board or among the officers, except for the President as noted

in Article IV, Section 3, during the year shall be filled for the unexpired term of office by a majority vote of all the then present members of the Board. The Board replacements shall be selected from among the type 1 or type 2 members of the Corporation.

Section 5 - Club And Organization Representatives

Each type 3 kennel, breed or training dog club, and type 4 commercial organization approved as a member of the Corporation shall assign a representative of their club or organization as a delegate to the Corporation.

Delegates shall act as a liaison to the Board and provide a focal point for communication between the Corporation and their member club or organization.

The Corporation Secretary shall notify each delegate of all Board and Corporation meetings in accordance with Article III of the Bylaws.

Delegates shall not be permitted to attend meetings or portions of meetings dealing with discipline as provided in Article VII, Section 3.

The Corporation shall not exercise any control over the delegate assigned by the member clubs or organizations. Nor shall the Corporation exercise any control or restriction on the delegate's term of office.

These delegates shall be required to vacate such positions if elected to the Board.

Section 6 – Expenses

Expenses incurred by any Corporation members while on official Corporation business and approved by the Board shall be reimbursed when an accounting of such expenses is submitted on an expense report form approved by the Board.

Each major event is expected to have a budget approved by the Board prior to the event.

Following the event, a report of income plus a report of actual versus budgeted expenses should be provided to the Board.

The event chair is responsible for these tasks. The event chair may recruit others to assist in these tasks.

Article V - Corporation Year, Nominations, Voting, Elections

Section 1 - Corporation Year

The Corporation's fiscal year shall begin the 1st day of April and end on the 31st day of March of the following year.

The Corporation's official operating year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election at the next annual meeting.

Section 2 – Nominations

No person may be a candidate for Director in an election who has not been nominated in accordance with these Bylaws.

A Nominating Committee selected by the Board shall consist of three members, all of which are in good standing. No more than one (1) Director may serve on this Committee.

The Nominating Committee may conduct its business by postal, telephone, virtual or any other electronic process.

The Nominating Committee shall be selected no later than November 1 of each year.

The Nominating Committee shall, on or before November 22, invite eligible members of the Corporation to be nominated. The Committee shall seek from among the eligible members of the

MPDBA Bylaws

Corporation, no less than one candidate for each Directorship being vacated.

The Nominating Committee will ask each nominee to respond to a few questions listing their personal skills and thoughts on how to further the work of our Club. The Committee will also ask for a short biography.

The Committee shall then submit its slate of candidates to the Secretary by December 1.

The Secretary or his/her designee shall send by postal or electronic mail the slate, including nominees' biographies and answers to questions, to each eligible member of the Corporation on or before December 20 of each year so that additional nominations may be made by the eligible members if they desire.

Additional nominations of eligible members may be made by written or electronic notice sent to the Secretary and received at his/her regular address on or before December 28.

Each additional nomination shall be accompanied by the written or electronic acceptance of each such additional nominee signifying his/her willingness to be a candidate. The nominee shall also provide a short biography. Each nominee will also be asked to respond to a few questions on their skills and thoughts on how to further the work of our club.

Nominations cannot be made at the annual meeting or in any manner other than as stated in these Bylaws.

If one or more valid additional nominations are received by the Secretary on or before December 28, the Secretary shall prepare the ballots for distribution to each eligible member in good standing.

Section 3 – Ballots

The Secretary shall, on or before January 4, send a ballot to each eligible member in good standing.

The Secretary or other designated person will also send with that ballot the biographies and answers to questions along with voting instructions.

A description of the duties required for each officer position of the club may also be sent.

Section 4 – Paper Ballots

The ballot shall list in alphabetical order all the nominees in good standing for each position.

Along with the paper ballot will be two envelopes. One large envelope will be addressed to the Secretary with the voter's return address displayed.

The second envelope will be a smaller envelope labeled "ballot" and no other markings.

So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the small envelope marked "Ballot". "Ballot" is the only information that may appear on the small envelope. The small envelope marked "ballot" should be placed inside the larger envelope addressed to the Secretary and mailed.

Ballots shall be counted by three (3) Inspectors of Election to be chosen by the Board of Directors.

Ballots to be valid, must be received by the Secretary prior to January 8.

If there is a tie in the paper voting for any position, the Secretary will immediately send another paper ballot for just the position(s) having a tie. That ballot will again be sent to each eligible member in good standing without answers to questions and biographies.

The additional round of ballots will be prepared as previously described in this section.

This additional round of balloting must be returned to the Secretary or Inspectors on or before January 13.

The Inspectors of Election or Secretary will verify the returned ballot matches the list of eligible voters whose dues are paid for the current year and the ballot is received by the required deadline.

The President will announce the voting results at the annual meeting. The President will also email the results on or immediately after the annual meeting.

Section 5 - Electronic Ballots

The Board will first determine the technology for online electronic voting. The online voting system will be determined by the Board prior to the annual meeting.

The technology chosen should be capable of immediately creating a second round of voting for any position(s) should a tie occur on the first round of voting.

To vote electronically, the Secretary will send by January 8, to each eligible member in good standing, the slate of nominees including their biography.

A secure link to the online voting program will be sent with instructions on how to complete the online ballot before the deadline given of midnight January 14. Once the deadline for voting is passed, the online system will no longer accept votes.

The online system will total the votes providing a list of the results.

If there is a tie in any of the positions, the online system will immediately be set up to produce

MPDBA Bylaws

a run-off vote of just the position(s) tied.

Once the voting for all positions is final, the President will announce the voting results by email no earlier than a week prior to, and no later than the day of the annual meeting.

Section 6 - Voting

At the annual meeting or at a special meeting of the Corporation, voting on all matters shall be limited to those eligible members in good standing.

The voting for Directors will be prior to the annual meeting as described in Article V.

Prior to the annual meeting, the election of the Directors and amendments to the Constitution and Bylaws shall be decided for each document by separate ballot cast by postal mail, email ballot or online voting system. A vote may be cast as "accept changes", "decline changes", or "abstain". The voting process will be as described in Article V, Sections 3, 4, and 5.

The persons receiving the largest number of votes shall be declared elected. If any nominees at the time of the meeting are unable to serve for any reason, such nominees shall not be elected and the next person receiving the most votes shall be declared elected. If any vacancy remains, the Board shall fill the vacancies in accordance with Article IV, Section 4.

Section 7 - Transfer of Records

Each retiring officer shall turn over to his/her successor in office, all properties and records relating to that office within 30 days after the election.

Article VI – Committees

Section 1 – Committees

The Board may each year appoint

standing committees to advance the work of the Corporation in such matters as deemed appropriate. Such committees shall always be subject to the final authority of the Board.

Special committees may also be appointed by the Board to aid it on particular projects.

Section 2 -Termination

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

Article VII – DISCIPLINE

Section 1 - Kennel Club Suspension

Any member of the Corporation who is suspended from privileges of their respective kennel club(s) shall automatically be suspended from the privileges of this Corporation for a like period.

Section 2 - Complaints

Any member may file a complaint against another member for alleged misconduct prejudicial to the best interest of the Corporation.

Complaints or grievances for alleged misconduct may also be brought against members by the general public and registered without any fee.

Written complaints brought by members must be filed with the Secretary giving specifics, along with a fee of \$50.00. The Secretary shall promptly send a written or electronic copy of the complaint to the Grievance Committee and the people involved.

The Grievance Committee shall first consider whether the actions and allegations in the complaint, if proven, might constitute

conduct prejudicial to the best interests of the Corporation.

The Committee may decline to entertain jurisdiction of the complaint. It may request the Board investigate or hear matters of discipline.

If a Committee is appointed, it shall be comprised of at least three (3) Board members. The Committee shall call a separate hearing not more than six weeks after notification of the grievance. Otherwise, the Grievance Committee may present the complaint at a closed Board meeting.

The Secretary shall promptly send by registered mail one copy of the complaint to each accused member together with a notice of the hearing and an assurance that the respondent(s) may choose to personally appear in their own defense and bring witnesses or may file a written response to the complaint.

In the event the accused member(s) resigns, or the Board by majority vote removes the member(s) from the Corporation, or the Board by majority vote removes the member(s) from the Board of Directors due to complaints filed, the \$50.00 fee shall be returned to the complainant member(s).

If the complaint has been determined to be false or lacking in merit, the Corporation shall retain the \$50.00.

Section 3 - Removal of Board Member

A Board member shall be removed from the Board, still retaining their membership in the Corporation, by a motion from any Board member and a majority vote of the Directors.

Section 4 - Suspension of Member

Since complaints against members are exclusive business

MPDBA Bylaws

of the Grievance Committee, these hearings will be closed to all except the invitees of the Board and Committee. The Committee shall ensure both complainants and respondents shall be treated uniformly as to whether each will be represented by counsel.

Should the complaints be sustained after hearing all the evidence and testimony, the Committee may, by majority vote, suspend the respondent member from all privileges of the Corporation.

Suspension may not be for more than six (6) months from the date of the hearing. Except if the Committee deems that penalty insufficient, it may recommend to the Board that the penalty be more severe. In such case, the Committee decision shall not restrict the respondent's right to appear before the Board at the ensuing Board meeting which will consider that recommendation.

The Secretary shall notify each of the parties of the decision and penalty, if any. The Board must consider any expulsion recommendation within 30 days of the Committee hearing.

Section 5 – Expulsion of Member

Expulsion of a member from the Corporation may be accomplished only upon the recommendation of the Board as provided in Section 3 of this Article.

The respondents shall have the right to appear on their own behalf though no new evidence shall be taken at this meeting.

The Board shall then vote by secret written or electronic ballot on the proposed expulsion. A simple majority vote of those Board members present shall be necessary for expulsion. If expulsion is not approved, the suspension shall stand.

Article VIII – Amendments

Section 1 - Amendments to the Constitution and Bylaws

Amendments may be proposed by the Board or by written petition addressed to the Secretary signed by five (5) members in good standing. Amendments proposed by such petition shall be considered by the Board within one month of petition receipt. The Board shall submit recommendations to the members.

The Secretary shall send the recommendations to the membership for a vote within one (1) month of the date when the Board's recommendations are received by the Secretary.

If necessary, a special meeting of the membership may be called to vote on any amendments according to procedures in Article III, Section 3.

Section 2 – Bylaws

The Bylaws of the Corporation may be amended at any time provided a copy of each proposed amendment has been mailed, or emailed by the Secretary to each member accompanied by a ballot on which he may indicate his choice to accept, decline, or abstain concerning amendments presented.

The notice shall specify a date not less than 30 days after the date notice was sent by which date the ballot, whether paper or electronic, must be returned to the Secretary to be counted or electronically totaled and recorded.

The favorable vote of three-fourths of the members (rounded up to the next whole number) in good standing whose vote is received within the time limit shall be required to affect any such amendment.

Article IX - Order of Business

Section 1 - Annual Meeting

At the annual meeting of the Corporation, the order of business of the meeting shall be as follows:

- Sign In
- Approval of Minutes of Last Meeting
- Report of President
- Report of Board Actions
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Reading / Acceptance of New Members
- Unfinished Business
- New Business
- Announcement of Board Members
- Adjournment

Section 2 – Board Meetings

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present shall be as follows:

- Reading/ Approval of Minutes of last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Reading / Acceptance of New Members
- Unfinished Business
- New Business
- Adjournment