

XOLOITZCUINTLI CLUB OF AMERICA, INC.

CONSTITUTION

Article I

Name and Objects

SECTION 1

The name of the Club shall be the Xoloitzcuintli Club of America, Inc.

SECTION 2

The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Xoloitzcuintli and to do all possible to bring their natural qualities to perfection
- (b) To encourage the organization of independent local Xoloitzcuintli Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club, Inc.
- (c) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club and the Xoloitzcuintli Club of America, Inc. as the only standard of excellence by which the Xoloitzcuintli shall be judged
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials
- (e) To conduct sanctioned matches, specialty shows and obedience trials under the rules and regulations of the American Kennel Club, Inc.

SECTION 3

The Club shall not be conducted or operated for profit. No part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual

SECTION 4

The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry our these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1

Eligibility

There shall be four types of membership open to all persons who are in good standing with The American Kennel Club, Inc. and who subscribe to the purposes of the Club. Regular membership is open to all persons 18 years of age and older and includes the rights to vote and hold office. Household membership is open to two persons 18 years of age or older residing in the same household. Each person will receive one vote and has the right to hold office. Foreign membership is open to Club members residing outside of the United States. These members will receive a newsletter but cannot vote or hold office. They cannot be counted in the official quorum of the Club members. Junior membership is open to Club members between the ages of 10 and 17. These members cannot vote or hold office but at age 18 may convert to regular or household membership.

SECTION 2

Dues

Membership dues shall not exceed \$30. Membership dues shall be payable on or before January 1st of each year. NO member may vote whose dues are not paid for the current year. During the month of November 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 as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and by-laws and the rules of The American Kennel Club Inc. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. The prospective member shall submit dues payment for the current year with the application. Applicants may be elected at any meeting by the Board of Directors or by written vote of the Director by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board

or of 2/3 of the entire Board voting by mail shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented 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 and a favorable vote of 75% of the members present.

SECTION 4

Termination of Membership

Memberships may be terminated:

- (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 will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Meetings

SECTION 1

Annual Meeting

The annual meeting of the Club shall be held in conjunction with the Club's National Specialty Show between June 1 and August 31 of each year 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 days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent 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 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 meetings 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 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 3

Board Meetings

The first meeting of the Board shall be held immediately following the election. Other 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. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in persons, by mail, FAX, or telephone conference call.

SECTION 4

The Board of Directors may conduct its business by mail, FAX or telephone conference call through the Secretary, provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

ARTICLE III

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. They shall be elected for two years terms as provided in Article IV and shall serve until 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 President in addition to those particularly specified in these by-laws.
- (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 and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He/she 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, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these by-laws.
- (d) The Treasurer shall collect and receive all moneys 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. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the board shall be comprised of 8 persons.

SECTION 3

Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the then members of the Board. Except that a vacancy in the office of President shall be filled automatically by the Vice President. The resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1

Club Year

The Club's fiscal year shall begin on January 1, and end on December 31. The Club's official year shall begin immediately at the conclusion of the election shall continue through the next election. The elected officers and directors shall take office on the first day of January and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2

Voting

At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors and amendments to the constitution and by-laws and the standard for the breed, which shall be decided by 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 annual election of officers and directors shall be conducted by secret ballot. To be valid ballots must be received by the Secretary (or independent professional firm designated by the Board) by December 15. The ballots shall be counted by three inspectors of election who are members in good standing, and neither members of the current Board nor candidates on the ballot. Otherwise, the Board shall designate an independent professional firm to count the ballots. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting 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.

SECTION 4

Nominations and Ballots

No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before August 31. The committee shall consist of three members from different areas of the United States and two alternates all members in good standing, no more than one of who may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other person on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical 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 on or before September 30 to the Secretary, who shall mail the list, including the full name of each candidate, the name of the state in which he/she resides, to each member of the Club on or before October 15.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before October 31, signed by the five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position.
- (c) If no valid additional nominations are postmarked on or before October 31 the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (d) If one or more valid additional nominations are postmarked on or before October 31 the Secretary shall on or before November 15 mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "BALLOT" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional 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 envelope shall certify the eligibility of the voters as well as the results of the voting which shall be announced on December 31.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided above

ARTICLE V

Committees

SECTION 1

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, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may be appointed by the Board to aid it on particular projects.

SECTION 2

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1

Suspension

Any member who is suspended from any privileges of The American Kennel Club, Inc. shall automatically shall be suspended from the privileges of this club for a like period.

SECTION 2

Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00, 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 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 of the breed. It may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than three weeks nor more than six 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 own defense and bring witnesses if he 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 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 (6) months. 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 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 finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's 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 the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf. The members 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.

ARTICLE VII

Amendments

SECTION 1

Amendments to the constitution and by-laws (and to the standard of 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 members 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

The constitution and by-laws (or the standard of the breed) may be amended at any time, provided a copy of the proposed amendments have been mailed by the Secretary to each member in good standing, on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures, described in Article IV, Section 4, paragraph (d) shall be used in handling such ballots. Notice with such ballots shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary and counted. The favorable 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

SECTION 1

The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the club other than for purposes of reorganization 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, but 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 IX

Order of Business

SECTION 1

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
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Election of Officers and Board
Election of new members
Unfinished business
New business
Adjournment

SECTION 2

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

Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1

The rules contained in the current edition of "Robert's 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 by-laws and any other special rules of order the Club may adopt.