



AMERICAN BOXER CLUB, INC.

CONSTITUTION

ARTICLE I **NAME AND PURPOSE**

SECTION 1 - NAME: The name of the club shall be **The American Boxer Club, Inc.** (hereafter referred to as "ABC" or "the Club").

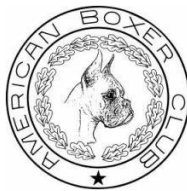
SECTION 2 - PURPOSES: The purposes of the Club shall be:

- (a) to establish and maintain the standard for the Boxer breed (the Standard) and secure approval of the Standard by the AKC (hereinafter referred to as "AKC").
- (b) to strive for acceptance of the Standard by breeders, exhibitors, and judges as the sole criterion of excellence in the breed.
- (c) to encourage and promote quality in the breeding of Boxers and to strive to bring their natural and working qualities to perfection.
- (d) to advance the interests of the breed by encouraging the organization of local Boxer Specialty Clubs, supporting all AKC-sanctioned events, and developing programs to engender and reward sportsmanlike competition.
- (e) to initiate and maintain educational programs and promotional activities that foster and extend public interest in the Boxer.
- (f) to conduct AKC-licensed Specialty shows and any other AKC-sanctioned events for Boxers under the rules and regulations of the AKC

SECTION 3: The Club shall not be conducted or operated for profit, and no part of any income or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or affiliate group.

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

SECTION 5: The terms "written", "in writing", "mailed", "mailing", and related terms found in the Bylaws shall include electronic mail to any member who has given authorization to receive official communication from the Club via electronic mail.



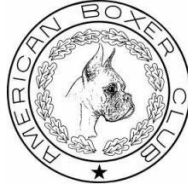
BYLAWS

ARTICLE I **MEMBERSHIP**

SECTION 1 - CLASSES OF MEMBERSHIP AND ELIGIBILITY: There shall be individual members, member clubs, lifetime members, honorary members, and international affiliate members, all unlimited in number.

SECTION 2 - INDIVIDUAL MEMBERS: To be eligible to apply for individual membership, an applicant must live in the United States, its possessions or territories, or Canada and must be at least eighteen (18) years of age and be in good standing with AKC. An applicant must be an active member of an ABC member club or clubs, without lapses or gaps in such membership(s) and have held that membership for the three (3) consecutive years immediately preceding application or must have been a member of an AKC member or licensed all-breed conformation or performance club for the same period of time. This requirement is excused if (a) an applicant resides where no ABC member club or all-breed club or performance club holds its meetings within 100 miles of the applicant's residence upon proof by applicant or (b) the applicant resides in Canada. The applicant shall display a sincere, continuing interest in bettering the breed, and agree not to exploit his or her membership in the ABC. The applicant, or some member of his or her immediate family, must have owned and kept in their household one or more AKC-registered or AKC ILP/PAL-listed Boxers over a continuous period of not less than five (5) years, been in good standing with the AKC, and must have exhibited one or more of these Boxers in at least five (5) AKC-sanctioned events during that interval. The applicant must be sponsored by two (2) individuals who have been members in good standing of the ABC for at least the preceding two (2) years who are not related to one another or to the applicant, and who are neither Officers nor Directors of the Club, nor members of the immediate families of an Officer or Director. No member may sponsor more than two (2) individuals for membership during any calendar year.

Applications for membership must be received by the Chairperson of the Membership Committee prior to January 1 of each year. The Chairperson shall refer such applications to the Membership Committee, and seek responses from the named sponsors. The Committee, after receipt of sponsors' replies from the Chairperson, will review the applications and make recommendations in writing to the Chairperson not later than February 1. The Chairperson will forward the names, addresses and sponsors of each applicant to be considered for membership to the Board of Directors, along with the recommendation of the Membership Committee. The names of applicants receiving an assenting vote by two-thirds (2/3) or more of the members of the Board of Directors will be forwarded to the Secretary, who will send them to the membership by April 1. If dissenting letters are not received by the Secretary, the applicants shall be welcomed as new members at the Annual Meeting. If dissenting letters are received, approval of the application will be reconsidered by the Board of Directors at its next meeting. Approved applicants will become new members at the next membership meeting following their election to membership by the Board of Directors. Individuals whose applications are rejected may be presented by one of their sponsors at the Annual Meeting and the members may elect such an applicant to membership by an assenting vote of seventy-five percent (75%) or more of those present and in good standing.



Each applicant accepting membership in the ABC expressly agrees to be governed by all applicable Articles of these Bylaws and by the Code of Ethics of the Club, as approved by the Board of Directors and adopted by the membership.

SECTION 3 - LOCAL MEMBER CLUBS: (hereafter referred to as member clubs) To be eligible for application as an ABC member club, a club must conduct its business in the United States, have at least twenty (20) members, have held two (2) AKC-sanctioned Match Shows, subscribe to Article I of the Constitution, and function as a non-profit organization. Member Clubs must meet at least four (4) times a year and hold one (1) or more AKC-sanctioned matches, AKC-licensed performance events, or AKC-licensed specialty shows annually.

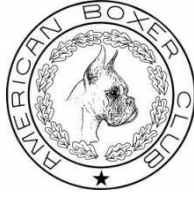
An applicant club seeking membership shall file its application with the Secretary of the ABC, together with a copy of its bylaws and a list of the names and addresses of its officers, directors, members, and a proposed ABC Delegate by January 1. This list shall be provided solely to assist the ABC in carrying out its normal functions; i.e., Futurity nominations, Annual Awards, etc., and may be released to no one other than the AKC.

The Board of Directors shall act on all member club applications at the Annual Meeting of the Board of Directors. Acceptance for membership shall require an assenting vote by two-thirds (2/3) or more of the Board members present and voting.

Each club elected to membership in the ABC agrees to be governed by all applicable Articles of the Club's Constitution and Bylaws and by the Code of Ethics of the Club, as approved by the Board of Directors and adopted by the membership. Member Clubs shall provide minutes of each membership and Board of Directors meeting to the Secretary of the ABC and, immediately after each club's Annual Meeting, provide a list of its members and Officers, with current addresses to the Secretary of the ABC. Any proposed Delegate and any proposed change in the Bylaws of a member club must be submitted to the Secretary of the ABC and may be appointed or implemented only after approval by the Board of Directors of the ABC.

SECTION 4 - LIFETIME MEMBERS: Upon attaining twenty-five (25) years of membership in the ABC, a member shall become a life member. Life membership confers all the privileges of membership without the payment of annual dues.

SECTION 5 - HONORARY MEMBERS: At the discretion of, and by a majority vote of members present and voting, the Board of Directors may confer Honorary Membership upon individuals in good standing with the AKC and deemed worthy of such membership. Honorary Members enjoy most privileges of the Club but are not eligible to vote or serve as an ABC officer or director. Individuals accepting Honorary Membership expressly agree to be governed by all applicable Articles of the ABC Constitution and Bylaws and by the Code of Ethics of the Club as approved by the Board of Directors and adopted by the membership.

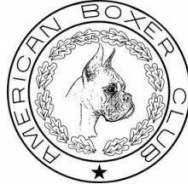


SECTION 6 - INTERNATIONAL AFFILIATE MEMBER: Individuals who are at least eighteen (18) years of age living outside the United States or Canada, in good standing with the AKC, and subscribing to the purposes of the ABC are eligible to apply for International Affiliate Membership. Such members are not eligible to vote or to serve as an ABC officer or director, but each shall receive all ABC communications. Applications for such membership received by the Secretary before the first day of January will be approved or rejected by the Board of Directors at the Annual Meeting.

SECTION 7 - VOTING: Voting constitutes action taken outside of meetings, and each ABC member and ABC member club concur that such voting may take place by mail or by electronic balloting such that the secrecy of the ballot shall be maintained. Each member, other than honorary members, and each member club shall be entitled to cast one (1) vote on issues presented at meetings or by mail. Only those votes are valid which are cast by members and member clubs in good standing for at least ten (10) days prior to the date that ballots are available online or mailed to those members who subscribe to print options for mailed materials or meetings are held. Dues for the current year of individual members or member clubs must have been paid prior to casting a ballot or making a nomination. Voting by proxy shall not be permitted. Ballots shall be available online or mailed to those members who subscribe to print options for mailed materials no fewer than thirty (30) days nor more than forty-five (45) days prior to the date of tabulation. The ballot of a member club shall express the vote of that club, certified as such by the secretary of that club, who may cast the ballot. Alternatively, the vote of a member club at an ABC meeting may be cast by its delegate to the ABC selected by the club from its active membership and approved by the Board of Directors of the ABC. Such a Delegate may cast votes at an ABC meeting as the vote of its members.

SECTION 8 - TERMINATION OF MEMBERSHIP: Membership may be terminated by:

- (a) **resignation.** Any member in good standing may resign from the ABC upon written notice to the Secretary, but no member may resign when in debt to the ABC. Dues obligations are considered a debt to the club, and are incurred on the first day of January of each year. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- (b) **lapsing.** A membership lapses and automatically terminates if such member's dues remain unpaid after the first day of February as provided in Article II, Section 4 of these Bylaws.
- (c) **expulsion.** A membership may be terminated by expulsion as provided in Article VIII, Section 4, of these Bylaws



SECTION 9 - SUSPENSION: The privileges of membership shall be temporarily suspended as a consequence of:

- (a) **default.** Members and member clubs are in default and suspended from the privileges of the ABC if their annual dues remain unpaid after the first day of January.
- (b) **suspension of AKC privileges.** Any member, member club, or member of a member club who is suspended from any of the privileges of the AKC shall be automatically suspended from the privileges of the ABC for a like period of time.
- (c) **suspension for cause.** For members as provided in Article VIII, Section 3, and for member clubs as provided in Article VIII, Section 6. Charges must be filed under provisions in Article VIII, Section 2.

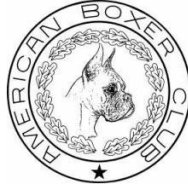
ARTICLE II **INITIATION FEES AND DUES**

SECTION 1 - INDIVIDUAL MEMBERS: The initiation fee for new individual members shall be the identical amount of the annual dues and is payable on application. Annual dues are not to exceed \$60.00 for an individual member. Dues shall be set by the Board of Directors for the forthcoming year at the Annual Board Meeting and must be received by the ABC Treasurer on or before January 1 of each year for the ensuing year. Membership dues for new members for the first year will be determined by the Board of Directors and must accompany the application for membership. If the applicant is not accepted for membership, dues will be refunded. The initiation fee will be retained by the Club.

SECTION 2 - LOCAL CLUB MEMBERSHIP: The initiation fee for member clubs shall be the identical amount of the annual dues, and is payable on application. Annual dues for club membership, not to exceed \$140.00, shall be set by the Board of Directors for the forthcoming year at the Annual Board Meeting and must be received by the ABC Treasurer on or before January 1 of each year for the ensuing year. Membership dues for new member clubs for the first year will be determined by the Board of Directors and must accompany the application for membership. If the applicant is not accepted for membership, dues will be refunded. The initiation fee will be retained by the Club.

SECTION 3 - INTERNATIONAL AFFILIATE MEMBERSHIP: The initiation fee for International Affiliate members shall be set by the Board of Directors for the forthcoming year at the Annual Board Meeting, not to exceed \$100.00, and is payable on application. If the applicant is not accepted for international affiliate membership, the initiation fee will be retained by the Club.

SECTION 4 - DUES NOTICES AND DELINQUENCY: Dues notices shall be available online or mailed to those members who subscribe to print options for mailed materials no later than November 1 each year. Dues are to be received by the Treasurer no later than January 1. Individuals or Member Clubs whose dues are not received by the Treasurer by January 1 are not



in good standing and are suspended from all Club privileges. Membership will be reinstated if such delinquent dues are received by the Treasurer on or before February 1, accompanied by a Twenty Dollar (\$20.00) late fee per each reinstating member. Failure of any member or Member Club to pay dues and late fee by February 1 shall terminate membership in the ABC. Any member or Member Club whose dues and late fees are received by the ABC Treasurer on or before April 25 of the year in which the ABC membership terminated for non-payment of dues shall be reinstated by the Board of Directors at its reorganization meeting. Until such reinstatement occurs, all privileges of ABC membership remain terminated.

SECTION 5 - PRINTING AND MAILING: The cost of electronic mail for all Club correspondence, including ballots and nomination forms, is included as part of annual dues. Members who choose to receive hard copies of these items via postal mail will be charged a fee to offset the costs of printing and mailing, not to exceed \$75. The printing and mailing fee shall be set by the Board of Directors for the forthcoming year at the Annual Board Meeting and is payable on or before January 1 each year, along with applicable annual dues, for the ensuing year.

ARTICLE III **MEETINGS**

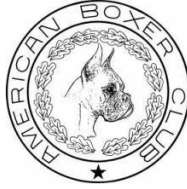
SECTION 1 - DEFINITION: For purposes of these Bylaws,

Meetings are defined as gatherings where attendees see and/or hear each other. This includes meetings in person, where attendees are physically in the same room, as well as meetings conducted via video conference or teleconference.

SECTION 2 - ANNUAL MEETING: The annual meeting shall be held at the same place as the annual national specialty. The specific date, time and location within the annual national specialty show week shall be determined by the Board of Directors. If the annual meeting is not held due to circumstances beyond the control of the Club, it may be rescheduled at the discretion of the Board of Directors.

SECTION 3 - SPECIAL MEETINGS: Special club meetings may be convened by the President or by a majority vote of the members of the Board of Directors. Such meetings shall be held at a place, date, and hour designated by the Board of Directors. Notice of such meetings shall specify the purpose of the meeting. No other Club business may be transacted at such meetings.

SECTION 4 - NOTICE OF MEETING: Notice of all meetings, other than special meetings, shall be sent by the Secretary to the membership at least thirty (30) days before such meetings. Notice of special meetings shall be sent by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to such meetings. Notices of such meetings are effective when available online or mailed to those members who subscribe to print options for mailed materials.



SECTION 5 - BOARD MEETINGS: The quorum for a meeting of the Board of Directors shall be a majority of the Board. Board members must be present to vote. The Board of Directors shall hold a minimum of three (3) meetings a year. One meeting shall be held prior to the Annual Membership Meeting and a reorganization meeting shall be held immediately following the Annual Membership Meeting. The other meetings of the Board of Directors shall be held at times and places designated by the President or by a majority vote of the Board. Notices of such other meetings shall be sent by the Secretary to each member of the Board of Directors at least fourteen (14) days prior to the date of the meeting. A conference call meeting, whether teleconference or videoconference, may be initiated by the President or by a majority of the members of the Board of Directors. Notice of a conference call meeting shall be sent to the members of the Board of Directors not less than one (1) week prior to the conference call and will specify the purpose of the meeting. Club business not specified in the notice may not be undertaken at such a meeting. Votes cast at conference call meetings must be confirmed to the Secretary by electronic mail, mail or fax within seven (7) days of the meeting.

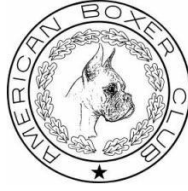
SECTION 6 - CONDUCT OF BUSINESS: The Board of Directors may conduct its ordinary business by mail, fax, electronic mail, or telephone. When business is conducted via electronic mail, every Board member must be provided with the means to participate, must identify themselves and verify that they are eligible Board members, and all Board members must agree to participate in this manner.

ARTICLE IV **ORDER OF BUSINESS**

SECTION 1 - QUORUM: Ten percent (10%) of the ABC members in good standing and eligible to vote shall constitute a Quorum for the transaction of business at any meeting. In the absence of a Quorum, a lesser number of members may, by majority vote, adjourn a meeting until a specified future time, and the meeting shall be adjourned without further notice.

SECTION 2 - ORDER OF BUSINESS: The order of business, so far as the character and nature of the meeting permit, shall be as follows:

- (a) Roll call
- (b) Introduction of new members, guests, and delegates
- (c) Reading of the minutes
- (d) President's report
- (e) Secretary's report
- (f) Treasurer's report
- (g) AKC Delegate's report
- (h) Committee reports
- (i) Results of the election of the Board of Directors and AKC Delegate to be announced at the annual meeting
- (j) Names of new members announced at the annual meeting
- (k) Unfinished business
- (l) New business
- (m) Adjournment



ARTICLE V **BOARD OF DIRECTORS**

SECTION 1 - BOARD OF DIRECTORS: General management of the club's affairs is vested in a Board of fifteen (15) Directors, ten (10) of whom shall be elected from the membership of the Club as provided in Article VI of these Bylaws and five (5) of whom shall be regional members. All members of the Board of Directors must be residents of the United States. The Regional Directors shall be members in good standing of the ABC and shall be nominated by the Member Club of which the Regional Director nominee is a current member.

For the purpose of selecting the Regional Directors for the Board of Directors, there shall be five (5) geographical divisions to be known as "Regions" and each region shall be comprised of several contiguous states. The Board of Directors at the Annual Board of Directors Meeting may at its discretion, realign the present regions in order to maintain a balance of Member Clubs within each region or allow the regions to remain the same as the previous year's alignment.

Within each of these Regions, all member clubs shall be listed alphabetically, forming a sequence of annual rotation. Each year, the club next in this sequence within each geographic region shall be requested, immediately following the Annual Meeting, to nominate an individual to serve as a Regional Director of the ABC for a one (1)-year term beginning with the meeting of the Board of Directors that immediately follows the next Annual Meeting. Such nominee must be an actual member in good standing of the nominating club, be approved by the Board of Directors of the ABC, be a member of the ABC, and reside in the area of the nominating club. Failure of a club to submit its nominee to the Secretary by the first day of September will be cause for forfeiture of that club's right to nominate. The Secretary will then seek a nomination from the next club in sequence within the Region concerned.

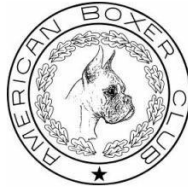
SECTION 2 - ORDER OF SUCCESSION: New clubs joining the Parent Club and member clubs being reassigned to a new region shall automatically take their places in the alphabetical listings of the regions to which they are assigned. No club may nominate a Regional Director in two successive years.

SECTION 3 - OTHER DIRECTORS: The ten (10) members of the Board of Directors elected from the membership of the ABC shall be divided into three (3) groups. There shall be two (2) groups of three (3) members each, and one (1) group of four (4) members. The term of office for this class of directors, designated as Club Directors, shall be three (3) years for each group. The term of office of the groups shall expire in succeeding years. No member shall be eligible for election as a Club Director for more than two (2) consecutive three (3)-year terms. At the time of the annual election to the Board of Directors, a group of three (3) or a group of four (4) Club Directors will be elected and will succeed the Club's directors whose terms have expired at the end of the fiscal year.



SECTION 4 - POWERS AND DUTIES OF THE BOARD

- a. General management of the club's affairs is vested in the Board of Directors.
- b. The Board of Directors has the power to discharge committees of the Club for violation or neglect of duty, provided that a report of such action is made to the Club.
- c. The Board of Directors shall cause to be prepared annually a detailed statement of the financial condition of the Club, showing receipts and expenditures for the previous fiscal year.
- d. The Board of Directors shall cause a list of current members and Member Clubs and their addresses to be prepared and made available online in the "Members Only" section or mailed to those members who subscribe to print options for mailed materials as soon as possible after the Annual Board of Directors Reorganization Meeting. Such list is proprietary to the Club and shall not be divulged to any non-member of the Club nor used for any personal or business solicitation purposes.
- e. Members of the Board of Directors must be in good standing with the ABC and the AKC. Delinquent annual dues payments or suspension by the ABC or the AKC shall automatically remove a member from Board membership.
- f. In the case of removal, death or resignation of any officer or member of the Board of Directors, the remaining members of the Board, by a majority vote, shall elect a successor to fill that vacancy. The term of the successor so elected shall be the balance of the term for which the original Director was chosen, and such successor shall, in addition, be eligible for election to serve two (2) succeeding terms.
- g. The minutes of all meetings of the Board of Directors will reflect the actions of the Board and the vote of each Board member on all actions not unanimously carried. These minutes will be published and distributed to the membership



ARTICLE VI **NOMINATIONS AND ELECTION OF DIRECTORS**

SECTION 1 - THE CLUB YEAR: The Club's official year is the calendar year from January 1 through December 31. The Club's fiscal year is July 1 through June 30.

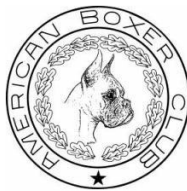
SECTION 2 - NOMINATING COMMITTEE: The Board of Directors shall at the regional ABC Board of Directors meeting appoint a Nominating Committee consisting of three (3) members of the Club in good standing who shall not be either Directors or Officers of the club. The Committee will be informed of the positions requiring nominees by the Secretary.

SECTION 3 - NOMINATIONS BY COMMITTEE: The Nominating Committee shall, no later than December 1, file with the Secretary a list of nominees in good standing, The Secretary shall, no later than January 1, forward a copy of the Committee's report to each Club member.

SECTION 4 - NOMINATIONS BY MEMBERS: Nominations may be made by any individual member in good standing, except current Directors and Officers of the club. Such nominations must reach the Secretary by February 1. To be valid, a nomination must be seconded. When there are two (2) nominators, one shall be considered to have seconded the nomination. No member, whether nominator or seconder, may nominate or second more than one (1) individual for the position of Director. A member who is a nominator of a candidate for Director may not serve as a seconder of a different candidate for Director. Likewise, a seconder for a nomination of a candidate for Director may not serve as the nominator of a different candidate for Director. Inquiries shall be sent to nominees by the Secretary via email or by priority mail with delivery confirmation requesting information and acceptance of the nomination. The nominee's reply must reach the Secretary by the date specified in the inquiry, which shall be not less than two (2) weeks from the date of the inquiry. No reply may be considered which is received by the Secretary after the date specified in the inquiry, which shall be not less than two (2) weeks from the date of the inquiry. Failure of the nominee to comply with this requirement will be construed as rejection of the nomination.

SECTION 5 - NO CONTEST: In the event of an uncontested slate, no election is required, and the Secretary shall cast one (1) vote for such slate, thereby eliminating the necessity for voting by the club's membership.

SECTION 6 - ELECTIONS: The Board of Directors shall determine whether elections will be held by electronic balloting or by mailed ballots. When an election is required, the Secretary shall furnish a list of all nominees not less than forty (40) days nor more than fifty-five (55) days before the Annual Meeting to all members whose current dues are paid and are in good standing. This list shall be in the form of a ballot, listing all nominees in alphabetical order, made available online in the "Members Only" section or mailed to those members who subscribe to print options for mailed materials. The member shall mark and return to a designated teller so as to reach the teller by the date indicated on the ballot, but not later than ten (10) days prior to the Annual Meeting. Each member will be assigned an identifying number, and will reflect such number on



the electronic ballot or, in the case of elections conducted by mail, mark the envelope in which the ballot is sent to the teller with this identifying number. The designated teller shall be provided with a list of the voter identification numbers of all eligible voters and will check returns for eligibility. The teller shall tabulate and compile the results of the voting, which shall be certified by the Secretary. The Secretary shall announce the results of the election at the Annual Membership Meeting.

ARTICLE VII **OFFICERS AND COMMITTEES**

SECTION 1 - OFFICERS: The officers of the Club shall be a President, Vice President, Treasurer, Secretary and, if required, a Recording Secretary, elected annually by the Board of Directors. The President and Vice President must be directors elected by the membership. The Secretaries and Treasurer may be directors, but are not required to be so. All Officers of the Club must be residents of the United States. The Officers of the Club, or some member of each of their immediate families, shall be the owners of one or more Boxers.

SECTION 2 - HONORARY OFFICERS: There shall be not more than three (3) Honorary Officers at any time. Such Officers are elected for life in recognition of outstanding service to the Club. The nomination and election of such Honorary Officers, if any are proposed, shall be conducted in accordance with those parts of Article VI of these Bylaws pertaining to the nomination and election of Club Directors.

SECTION 3 - DELEGATE TO THE AKC: The Board of Directors of the Club shall elect a Delegate to the AKC who, after approval by the AKC, shall remain in office for a term of three (3) years. The Delegate shall attend at least two (2) quarterly meetings of the AKC each year and at least one (1) meeting of the ABC each year. Should such Delegate resign, or the position be declared vacant by the Board of Directors by virtue of lack of compliance, a new Delegate shall be appointed by the Board of Directors, pending nominations and election of a Delegate at the next meeting of the Board of Directors.

SECTION 4 - DUTIES OF THE PRESIDENT: The President, or in the President's absence, the Vice President, or another officer designated by the Board of Directors, shall preside at all meetings of the Club and of the Board of Directors and shall have the power to call special meetings. The President shall, with the concurrence of the Board of Directors, appoint all committee chairpersons within one (1) month of his or her election to the Presidency. The chairpersons shall remain in office for one (1) year, and may be reappointed. In the case of a resignation of any chairperson, the President will have the authority to fill any vacancy so created. The outgoing president shall be an ex-officio non-voting member of the Board of Directors for the year following his or her final term as president.

SECTION 5 - SECRETARY: The Secretary shall keep a record of all meetings of the Club and the Board of Directors and of all other matters of which a record shall be ordered. The Secretary shall have charge of the correspondence, notify new members of their election to membership, notify Directors of their election to office and shall send notices of meetings to all members. The.



Secretary shall keep a roll of members of the Club with their addresses. Minutes of all meetings of the Club shall be sent to all members

SECTION 6 - RECORDING SECRETARY: If deemed necessary by the Board of Directors, a Recording Secretary shall be appointed by the Board of Directors, and shall assist the Secretary in recording and timely transcribing the minutes of all meetings of the Club and the Board of Directors.

SECTION 7 - TREASURER: The Treasurer shall collect and receive all money due or belonging to the Club. The Treasurer shall deposit all such money in a bank designated by the Board of Directors in the name of the Club. Withdrawals therefrom shall require the signature of two (2) Officers designated by the Board of Directors. The books of the Treasurer shall be open to the inspection of the Board of Directors, and the Treasurer shall report the condition of the finances of the Club whenever requested by the Board of Directors. The Treasurer shall timely provide the Auditor with the books of the Club for audit following the close of the fiscal year (June 30). The Treasurer shall present the results of the audit, if it has then been completed, to the Board of Directors, along with the current cash balance at the first Board of Directors meeting following the close of the fiscal year. The Treasurer shall be bonded.

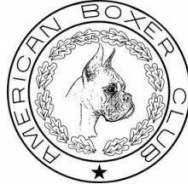
SECTION 8 - VACANCIES: In the case of death or resignation of the President, Vice President, Secretary, Recording Secretary, or Treasurer, the Board of Directors is empowered to fill such vacancy for the balance of the term for which such officer has been chosen, as provided in Article V, Section 4 (e).

SECTION 9 - TERM OF OFFICE: The terms of office of the Officers and Directors of the Club expire on June 30, the end of the fiscal year or until successors have been elected. Following their election, the newly elected Board of Directors will meet to organize. It is empowered to elect a slate of Officers for the coming fiscal year, beginning July 1, and to transact such other business as may be required.

SECTION 10 - COMMITTEES: The Standing Committee chairpersons may be appointed by the President of the Club with the concurrence of the Board of Directors. The President may also appoint ad hoc committees as may be necessary to accomplish the purposes of the Club. Committee members will be appointed by the respective Committee Chairpersons. The terms of appointment of Committee Chairpersons and committee members will be limited to the year in which they were appointed and will expire at the close of the fiscal year, but no limit is set on their reappointment.

ARTICLE VIII **DISCIPLINE**

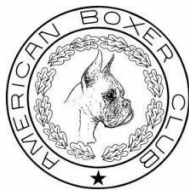
SECTION 1 - AKC SUSPENSION: Any member, member club, or member of a member club who is suspended from any of the privileges of the AKC shall be automatically suspended from the privileges of the ABC for a like period of time.



SECTION 2 - CHARGES: Any member, or member of a member club, may prefer charges against a member or a member club for alleged misconduct prejudicial to the best interests of the Club or the Breed. Such charges may include infractions of Article V, Section 1 of the Code of Ethics approved by the Board and adopted by the membership of the ABC. Written charges with specifications must be filed in duplicate with the Secretary, together with a refundable deposit of fifty dollars (\$50.00) which shall be retained by the Club if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors, or present them at the Board of Directors Meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Breed. If the Board of Directors considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the Breed, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board of Directors not less than three (3) weeks nor more than twelve (12) weeks thereafter. The Secretary shall promptly send notice of the hearing and one (1) copy of the charges to the accused member with delivery confirmation, together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes. The Secretary shall also send notice of the hearing to the accusing member.

SECTION 3 - BOARD HEARING: Board Hearings on disciplinary matters are confidential and, as such, are held in Executive Session. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly. Presence in the hearing is restricted to the parties, their counsel (if counsel has been permitted to attend), members of the Board, and the parliamentarian engaged by the Club, if any. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for any period of time it deems appropriate, but not more than one (1) year. Any suspension period imposed by the board shall commence the day following the hearing at which the suspension has been imposed. If the Board deems that the sustained charges are sufficiently egregious and that suspension is insufficient punishment, it may recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the ABC members at the ensuing club meeting that considers the Board's **expulsion** recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and punishment, if any was imposed.

SECTION 4 - EXPULSION: Expulsion of a member from the ABC may be accomplished only at the Annual Membership Meeting of the Club following a hearing and upon the recommendation of the Board of Directors, as provided in Section 3 of this Article. The Board may make the charges and any evidence presented at the Board hearing by each party available to the membership prior to this meeting. The defendant shall have the privilege of appearing and speaking in his or her own behalf though no additional evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on his or her behalf.



The members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A vote for expulsion by two-thirds (2/3) or more of the members present and voting at the Annual Membership Meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand. Expelled ABC members may be members of member clubs, if the member club's bylaws permit such membership. However, expelled ABC members, even though members in good standing of member clubs, shall not exercise any privileges afforded to ABC members.

SECTION 5 - LAPSING: Termination of membership in the ABC shall be automatic for any member or member club whose dues remain delinquent after ~~the first day of~~ February 1 as provided in Article I, Sections 8, 9A; Article II, Section 4.

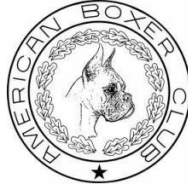
SECTION 6 - SUSPENSION OF MEMBER CLUBS FOR BYLAWS VIOLATIONS: Any member club which shall fail to comply with any provision of these Bylaws may be suspended by the Board of Directors. Charges of failure to comply must be filed as provided in Section 2 of this Article. Said member club shall thereupon be given notice in writing of said charges with delivery confirmation. In the event of compliance with the allegedly violated provision of the Bylaws within thirty (30) days after receipt of the aforesaid notice, these charges will be dropped and the club so notified. Otherwise, the member club shall be afforded a hearing by the Board of Directors within a period of not less than six (6) nor more than twelve (12) weeks from the date of receipt by the accused club of notice of said charges. This hearing will be held for the purpose of permitting the accused club to show reasons for failure to comply with the allegedly violated provisions of the Bylaws and to present evidence in its defense. Time of suspension for a member club shall not exceed any existing AKC guidelines governing suspension of licensed clubs.

After the hearing, the Board of Directors may, if contrary cause has not been shown, institute a suspension of the privileges of membership of said club until such time as its compliance with the Bylaws is effected. An affirmative vote by at least two-thirds (2/3) of the Board of Directors shall be required for such action. Reinstatement of the privileges of said club will be subject to demonstration of its compliance with the Bylaws and approval by the Board of Directors.

ARTICLE IX **BREED STANDARD AND CODE OF ETHICS**

SECTION 1 - BREED STANDARD: The Standard for the Boxer breed adopted by the ABC, approved by the AKC, and in force at the time of adoption of these Bylaws will be the recognized breed Standard. This Standard may be amended or modified under the provisions of Article X of the Bylaws.

SECTION 2 - CODE OF ETHICS: The Code of Ethics approved by the Board of Directors and adopted by the membership will be the recognized Code of Ethics of the ABC. This Code of Ethics may be amended or modified under the provisions of Article X of the Bylaws.



ARTICLE X **AMENDMENTS**

SECTION 1: Amendments to the Bylaws, to the Standard for the breed or to the Code of Ethics may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by ten percent (10%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership with the recommendations of the Board of Directors by the Secretary within three (3) months of the date when the petition was received by the Secretary.

SECTION 2: Proposed amendments to the Bylaws, to the Standard for the breed, or to the Code of Ethics will be sent by the Secretary to each member in good standing, accompanied by a ballot on which he or she may indicate his or her vote for or against the proposed action. The notice with such ballots shall specify a date not less than thirty (30) days after the date of the notice, by which date the ballots must reach the Auditor to be counted. Such amendments will be adopted if two-thirds (2/3) or more of the valid ballots cast within the time limit favor ratification.

SECTION 3: No amendment to the Bylaws or to the Standard for the breed that is adopted by the ABC shall become effective until it is approved by the Board of Directors of the AKC.

ARTICLE XI **DISSOLUTION**

SECTION 1: The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of 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 or

member clubs of the ABC. 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 XII **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 Bylaws and any other special rules of order the Club may adopt.

Chair, ABC Bylaws Revision Committee *ad hoc*:
Committee Members: Virginia Shames and Zoila "Tina" Truesdale