

Constitution and By-Laws of the Great Dane Club of America, Inc.

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the Great Dane Club of America, Inc., hereinafter referred to as the Club.

SECTION 2. The objects of the Club shall be:

- A. To encourage and promote the quality in breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection.
- B. To encourage the membership to a lifetime responsibility for their Great Danes, their Dane's offspring and to the education of others as all are necessary for the protection and advancement of the breed.
- C. To encourage the organization of independent local Great Dane Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- D. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Great Danes shall be judged and to encourage the study of the standard by breeders, judges, dog show committees and others interested in the advancement of the breed.
- E. To do all in its power to protect and advance the interests of the breed and to encourage Sportsmanlike competition at dog shows, field trials and obedience trials.
- F. To conduct sanctioned matches, specialty shows, obedience trials and other events for which the club is eligible under the Rules and Regulations of the American Kennel Club, and to generate publicity on any matter affecting the welfare of the breed.
- G. To encourage dedication to the health and welfare of the breed.
- H. To encourage the participation by Affiliate Clubs and breeders with a rescue program in their area.
- I. To disseminate and promote the ideals and objectives of the GDCA Charitable Trust.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or 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 out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. There shall be four (4) classes of membership open to persons in good standing with the American Kennel Club who subscribe to the purposes of the Club, provided such person(s), or any member of their immediate family, owns or has owned a Great Dane.

A. Regular Members. Any person eighteen (18) years of age or older in good standing with the American Kennel Club and with any affiliated Great Dane Club, if membership is held in an affiliated Club, may make application for regular membership in the Club.

B. Junior Members. Any person between the ages of ten (10) and seventeen (17) inclusive may make application for junior membership provided they are an active participant of the breed, in good standing with the American Kennel Club, and present the breed in a positive manner.

C. Affiliated Great Dane Clubs. Any Great Dane Club, which has met the American Kennel Club's requirements to hold B-sanctioned events, may make application for membership on forms provided by the Club, to the Affiliate Club Representative, consistent with the provisions of these by-laws.

D. Honorary Membership. Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the Club or the breed. Honorary members shall be exempt from dues and application fee and shall enjoy all the privileges of the Club, except that they may not vote or hold office. A member so honored may maintain active (regular) membership status by paying the appropriate annual dues.

SECTION 2. Election to Membership

A. Regular and Junior

1. Each applicant for membership shall apply in writing, directed to the Membership Chair, on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Club's Constitution and By-Laws, the Breeder's Code of Ethics as well as the rules of the American Kennel Club, and is cognizant of the Breeder's Color Code.

2. Each application shall be accompanied by a check payable to the Club in the appropriate dues amount and the appropriate application fee, as specified on the application form. The application shall be signed by two (2) sponsors, not of the same household, both of whom shall be regular members in good standing of the Club for a minimum of two (2) years. Both sponsoring members shall be personally acquainted with the applicant for a minimum of two (2) years prior to the date of application, and these members shall be permitted to sponsor four (4) applicants per year.
3. Upon receipt of any application all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club.
4. The application for membership shall be referred to the Membership Committee. The Membership Committee shall consider whether or not the applicant's name is eligible for publication. If the applicant is deemed eligible the Membership Chair shall cause to be published the name of the applicant and sponsors in the next Bulletin of the Club. Included in the publication will be a deadline for a forty-five (45) day comment period from the membership regarding each applicant. Comments shall be submitted in writing to the Membership Chair. If two-thirds (2/3) of the Membership Committee concur, they shall recommend favorable action and send a written report to the Board of Directors. If the Membership Committee does not vote favorably on the Application after publication, the Committee shall forward the underlying information on which the Committee based its vote to the Board of Directors for further consideration before the next Board of Directors Meeting. At the next Board of Directors meeting following the Membership Committees recommendation the applicant shall be voted upon. Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret ballot of the directors by mail. An affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board, or two thirds (2/3) of the entire Board if voting by mail or electronically shall be required to elect an applicant.
5. An application, which has received a negative vote by the Board, may be presented by one of the applicant's sponsors at the next regular meeting of the Club and the Club may elect such applicant by a favorable vote of seventy-five percent (75%) of the members present. Applicants may be elected by secret ballot at any meeting of the Club. Applicants who fail to receive the required vote may not be resubmitted to the Board for at least one (1) year following the negative vote.
6. Any applicant receiving a negative vote shall be refunded all dues paid within thirty (30) days of such negative vote. Application fees will be forfeited.
7. Any person elected to regular membership shall have full privileges of the Club, including the right to vote and hold office, providing his/her dues are paid in full,

except that no member shall have the right to vote for the election of officers until thirty (30) days after his/her election to membership.

8. Any person elected to Junior membership shall not have the right to vote or hold office, but shall be entitled to all other privileges of the Club and of the membership therein.
9. Any Junior members having reached their eighteenth (18th) birthday shall automatically become regular members upon payment of regular member's dues.

B. Affiliated Great Dane Clubs.

1. A candidate for Club membership shall verify that each regular member of its club:
 - a. Is in good standing with the American Kennel Club;
 - b. Is eighteen (18) years of age or older; and
 - c. Is or has been the owner of a Great Dane or a member of his/her immediate family owns or has owned a Great Dane.
2. A candidate for Club membership shall file its application with the Affiliate Club Representative on forms provided by the Club together with the following:
 - a. A copy of its current by-laws;
 - b. A copy of its letter of approval from the American Kennel Club to hold Sanctioned B events;
 - c. A complete list of its officers, directors and members and their addresses, as well as the name and address of its elected Delegate to the Club; and
 - d. A certified copy of votes or record of organization meetings showing:
 - i. That the applicant will promptly adopt any alteration or amendment to its by-laws, which is prescribed by the Club provided the Club, has first secured the approval of such proposed changes from the American Kennel Club;
 - ii. That the applicant will submit all proposed changes to its by-laws to the Club for review and approval;
 - iii. That, upon request from the Club, the applicant shall furnish promptly a current and accurate list of the name and address of each member;
 - iv. That, upon request from the Club, the applicant shall furnish a complete certified copy of the minutes of its formation meeting and a list of its Board of Directors, Officers and all committee;
 - v. That the minutes of the meetings of the applicant club shall be open to inspection, at all times, by the Officers of the Club or their duly authorized representatives; and
 - vi. That the applicant club shall be bound by and shall abide by such other restrictions, rules or regulations as the Club may prescribe

from time to time as a condition of continued affiliation, provided such restrictions, rules or regulations shall, wherever required, be subject to the approval of the American Kennel Club.

- e. A statement of the territory in which the applicant desires to function as an affiliated Great Dane club, together with the proper authorization granted to the Club and its Delegate to act on its behalf, when required, in securing territorial assignment from the American Kennel Club so long as it remains an affiliated Great Dane club.
 - f. A check in the amount of the appropriate non-refundable application fee and one year's dues. Said dues fee shall be refunded in the event the application is not accepted. All fees are subject to change by the Board of Directors, provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year.
3. Each applicant club shall maintain a membership of at least fifteen (15) regular members in good standing and shall comply will all requirements of the American Kennel Club. Failure to do so shall be grounds for suspension or termination from membership of any affiliated Great Dane club by the Board of Directors of the Club. Each applicant club is encouraged to provide public education, support rescue, host local matches, specialty shows and performance events.
 4. An affiliated Great Dane club's membership may also be suspended or terminated as provided in Article VI of these by-laws.
 5. The Affiliate Club Representative and six (6) Affiliate Club Delegates appointed by the Affiliate Club Representative shall form a committee to determine whether the application, together with all documents and records accompanying the application, are in order. Said committee shall then refer the entire matter to the Membership Committee for investigation and vote.
 6. The Membership Committee shall promptly study and verify the application and consider the name and territory to be approved. If two thirds (2/3) of the Membership Committee vote to approve the application they shall recommend favorable action and send the name and address of the applicant club to the Corresponding Secretary, who shall publish the same once in the next Bulletin. At the next meeting of the Board following the publication of the applicant club, the Membership Committee shall present a written report and recommend action to the Board of Directors and the Board of Directors shall vote on the application. An affirmative vote of 2/3 of the Directors present at the meeting shall be required to approve an application. Applicant clubs may be elected by a secret ballot at any meeting of the Board of Directors or by secret ballot of the directors by mail.

7. An applicant club receiving a negative vote by the Board of Directors may be presented at the next membership meeting of the Club and the membership of the Club may approve said application by a favorable vote of 75% of the membership present and voting. Applicant clubs may be elected by secret ballot at any meeting of the club.
8. An application for membership which has received a negative vote may not be resubmitted to the Board of Directors of the Club for at least one (1) year following a negative vote.
9. The applicant club receiving a negative vote will be refunded all dues paid to the Club within thirty (30) days of such negative vote.
10. All affiliated Clubs in good standing shall be required to adopt and maintain a set of by-laws approved by the Club and agrees to be bound by all rules, restrictions and regulations as hereinbefore described. Adoption of approved by-laws shall be within ninety (90) days of the date of notice sent by the Club. Failure to comply shall automatically and without further notice revoke membership as an affiliated club to the Club.

C. Honorary. Prospective Honorary Members shall be presented to the Board of Directors for approval. An affirmative vote of the majority of the Board members present shall represent a favorable recommendation to the membership. The membership shall vote upon said Board recommendations by vote as prescribed in Article V of these by-laws.

D. Any member, whether an individual or affiliated club, who has been dropped from membership shall be required to make application as provided for new membership in the Club.

SECTION 3. Dues. All dues are subject to change by the Board of Directors provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year.

A. Regular Members

1. Membership dues shall be determined annually by the Board at the 3rd quarter meeting and shall not exceed an increase of \$10.00 annually, payable on or before the first day of January 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 following year.
2. Any person elected to regular membership after October 1st shall be considered fully paid for the following year.

3. Any member whose residence is outside the United States or Canada shall pay one and a half (1½) times the annual regular membership dues.
- B. Junior Members.** The annual dues for junior members shall be one-half (1/2) of the regular membership dues, payable on or before the first day of January of each year.
- C. Affiliated Clubs.** The annual dues for affiliated Clubs shall be determined annually by the Board at the third (3rd) quarter meeting and shall not exceed an increase of \$30.00 annually, payable on or before the first (1st) day of January of each year. In the event the annual dues are not paid by March first (1st) the affiliated Club's membership shall be revoked unless the Board of Directors, by majority vote, extends the time for payment. The non-payment of the annual dues by March first (1st) shall result in the automatic denial to hold Specialty events.
- D. Honorary Members.** Honorary members are exempt from dues and application fees as provided in Article 1, Section 2.D of these by-law.

SECTION 4. Termination of Membership.

Members may be terminated:

- A. By resignation.** Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary.
- B. By lapsing.** A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid after March 1st of any fiscal year (November 1 – October 31). The Board of Directors may grant an additional grace period (not to exceed sixty (60) days) to such delinquent members in meritorious cases as long as said member personally contacts, in writing, the Treasurer or the Board of Directors for an extension period prior to the March 1st deadline. Voting by the Board of Directors must be by majority vote. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of the Club.
- C. By Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- D. By permanent denial** of privileges by the American Kennel Club.

ARTICLE II

Meetings

SECTION 1. Time and Place of Meetings. All meetings of the Club shall be held at a place, date and hour designated by the Board of Directors.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held during the month of October in conjunction with the National Specialty, which shall be held during the 41st, 42nd or 43rd week of each year. The exact day and time of the annual meeting shall be set by the Board of Directors. Written notice of such meeting shall be mailed by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting and may be published in the GDCA Bulletin and on the GDCA website.

SECTION 3. Regular Meetings. The regular meetings of the Club shall be held at a place, date and hour designated by the Board of Directors.

SECTION 4. Special Meetings. Special meetings may be called by the President or by a majority vote of the Board of Directors present at a meeting of the Board. Said meeting shall be called by the Corresponding Secretary at the written request of a majority of the Board of Directors or five (5%) per cent of the members eligible to vote. Written notice of said special meeting shall be sent to all members ten (10) days prior thereto and shall state the purpose thereof, and no other Club business may be transacted.

SECTION 5. Notices. All written notices required by these by-laws shall be given by the Corresponding Secretary by mailing the same to each regular member of the Club and to each member affiliated Club, postage prepaid, addressed to each such members address as it appears upon the books of the Club, or by email notification to those members who have authorized the Club to do so, or who have provided the Club with an email address, in accordance with AKC's policies and with the laws of the State in which the GDCA is incorporated or organized.

Officers, Directors, AKC Delegate and Committee Chairs, by virtue of their election or appointment, shall agree, to accept all notices of the Board by email, and to agree to participate in Board meetings held by teleconference and/or videoconference, as directed by majority vote of the Board; and shall therefore agree to keep an email account current and available for use at all times, and notify the Board immediately of any change in email address, telephone numbers, physical address, but no later than thirty (30) days after such change.

SECTION 6. Quorum at Members' Meetings. At any meeting of the membership, twenty (20%) per cent of the members eligible to vote shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. The quorum for the annual meeting shall be 20% of the members in good standing. Notice shall be given to all members of the time and place of any such adjournment. When a quorum is present at any meeting, a majority of the members present may decide any question brought before such meeting, except as otherwise provided by law or these by-laws.

SECTION 7. Voting by Mail in Lieu of Meeting. Any action that could be taken by a vote of the membership at a meeting can be voted upon by mail. A matter may be presented to the membership for mail vote upon direction of the President or a majority vote of the Board of Directors present at a meeting of the Board and shall be presented by the Corresponding

Secretary at the written request of a majority of the Board of Directors or five (5%) per cent of the members eligible to vote.

ARTICLE III

Directors and Officers SECTION 1. Board of Directors.

- A.** The Board of Directors shall be comprised of the officers of the Club, including the Delegate to the American Kennel Club and the Affiliate Club Representative and nine (9) Directors to be elected by the membership all of which need to be members in good standing with the Great Dane Club of America and be residents of the United States of America. All Directors and Officers will be elected by the general membership.
- B.** The nine (9) elected directors shall be elected from the membership for a term of three (3) years on a staggered basis with three (3) new Directors elected at each annual election.
- C.** A member selected to serve as an Officer or Director shall agree, as a condition of his/her acceptance of the position, that in the event such Officer or Director fails to attend two (2) or more meetings in any one calendar year, his/her resignation from said position shall be automatically submitted to the Board and the Board shall accept such resignation unless such absences are deemed excused by the Board. Any vacancy arising from such resignation shall be filled pursuant to the provisions of these by-laws. In the event the Board of Directors holds one or more meetings via video conference or telephone conference in accordance with AKC policy if an Officer or Director fails to attend two (2) or more meetings in any one calendar year, his/her resignation from said position shall be automatically submitted to the Board, and the Board shall accept such resignation unless such absences are excused.

In the event the Board of Directors holds electronic meetings (meetings held via telephone conference or video conference), the Board shall take a roll call at the beginning and end of the meeting to ensure a quorum is present during all votes.

- D.** The Board of Directors shall be vested with the authority and responsibility for the general management of the Club's property and affairs, so far as this delegation of authority is consistent with the laws of the State of New York, the Club's Charter, Constitution and By-Laws.
- E. Code of Conduct.** Each Director and Officer of the GDCA Board of Directors must sign a code of conduct which states that they shall not use their service on the Board for personal advantage or for the advantage of friends, relatives or supporters; not knowingly disclose confidential information, gained through Board involvement; must represent the interests of people served and not favor specialty interests inside or outside the GDCA; support and respect the decisions of the Board, even if the Director or Officer disagrees; approach all Board issues with an open mind and endeavor to make the best decisions for all involved; focus on the mission of the Board, not personal goals; do his or her best to ensure that the

GDCA is well maintained, financially secure, and operating in the best interests of those the Director or Officer serves; avoid all conflicts of interest; do not participate in votes that may benefit the Director or Officer; and attend and participate in the meetings of this Board.

- F.** Meetings of the Board of Directors (Defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) “physically” in the same room or conducting a meeting by videoconference or teleconference).
1. Designated Meetings. The final Meeting of the Board of Directors, to wind up its business, shall be held during the week of the National Specialty and prior to the annual membership meeting. The first meeting of the new Board of Directors shall be held following the annual meeting of the membership.
 2. Other Regular Meetings. All other meetings of the Board of Directors shall be held in such place and at such time as the Board of Directors may by vote from time to time determine.
 3. Special meetings of the Board of Directors may be held at any reasonable time and place, if called by the President or any five (5) members of the Board of Directors. Ten (10) days written notice of such meeting, stating the purpose thereof, shall be sent to each Board member by the Corresponding Secretary, and no other business may be conducted thereat.
 4. Meetings of the Board of Directors may be held at any time without formal notice; provided all the members are present and those not present have waived notice thereof. Such meetings shall be held at such time and place as the notice thereof or waiver may specify.
 5. Quorum of the Board of Directors. Nine (9) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but a lesser number may adjourn any meeting from time to time. Notice shall be given to all members of the Board of Directors of the time and place of any such adjournment.
 6. Business of the Board of Directors may be conducted by mail, electronic mail, fax or teleconference. Any action or vote taken by teleconference must be subject to ratification of the Board of Directors by mail within ten (10) days. Business of the Board of Directors may be conducted by electronic mail provided the following precautions are in place:
 - a. Every board member must be provided with the means to participate;
 - b. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;
 - c. A mechanism must be in place to verify that the eligible board members are “listening”; and

- d. All board members must agree to participate in this manner.

SECTION 2. Officers.

The Club's officers shall consist of:

- A. President**
- B. First Vice-President**
- C. Second Vice-President**
- D. Corresponding Secretary**
- E. Treasurer**
- F. Affiliate Club Representative**
- G. Delegate to the American Kennel Club**

No member shall hold more than one office. Each Officer shall be a regular member and shall be elected by the regular membership and member affiliated Clubs by written ballot at the annual election, and shall hold office for a period of one (1) year or until their successors are duly elected and qualified with the exception of the Delegate to the American Kennel Club and the Affiliate Club Representative, who shall hold office for a period of three (3) years as hereinafter provided, and with the further exception of the President, Corresponding Secretary and the Treasurer, who shall hold office for two (2) years.

A. President.

1. The President, when present, shall preside at all meetings of the membership and of the Board of Directors. All standing committees shall be appointed by the President within ninety (90) days after the conclusion of the annual meeting. Such appointments can be overruled by the vote of two-thirds (2/3) of the entire Board of Directors, and its decision shall be final. Committee chairs not yet appointed by the President and so approved within ninety (90) days after the annual meeting, shall be appointed by the Board of Directors. In the event any conflict of interest arises involving committee chair appointments, the Board of Directors shall be charged with making such appointments. The President shall perform all duties commonly incident to the office and shall perform such other duties, as the Board of Directors shall from time to time designate.
2. The President shall, by virtue of the office, be a member of all Committees (see Article V of these by-laws, but shall have non-voting privileges on each committee.

B. First Vice-President. In the absence of the President, the First Vice-President shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.

C. Second Vice-President. In the absence of the President and First Vice-President, the Second Vice-President shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.

D. Corresponding Secretary.

1. The Corresponding Secretary shall have charge of the correspondence, files, notices and notifications to members; shall keep a roll of the members with their addresses; shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors in books provided for that purpose (which books shall be open at all reasonable times to the inspection of any regular member of the Club); and shall carryout such other duties as are prescribed in these by-laws.
2. The Corresponding Secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate, and shall be elected for a term of two (2) years.

E. Treasurer.

1. The Treasurer shall have the care and custody of the funds of the Club and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. The Treasurer shall pay all bills in a timely manner providing there is:
 - a. A document describing what is being paid;
 - b. Proof of performance; and
 - c. Approval from the officer, director or committee chairperson responsible for approving the bill.
2. The Treasurer shall perform such other duties and have such other powers as may be delegated by the Board of Directors from time to time, and shall be bonded in such amount as the Board of Directors may determine, the cost of such bonding to be paid by the Club. At the end of each fiscal year and prior to the preparation of filing a tax return, the books and records of the Treasurer shall be audited by an auditor selected by the Board of Directors. The books and records of the National Specialty shall be included as part of the audit of the records of the Club. The Treasurer shall be the custodian of all of the Club's financial records, including the records of the National Specialties. All records shall be retained for the period of time required by the Internal Revenue Service.
3. The Treasurer shall use an automated accounting system (i.e., Quick Books).

F. Affiliate Club Representative (ACR).

- a. The ACR must be a member in good standing of an Affiliate Club and a member in good standing with the GDCA.

2. The ACR shall maintain a roll of local GDCA affiliate clubs, along with their respective Constitution and By-laws, membership roster and elected Officers and Boards and Delegate to the Club, as well as its affiliate club Alternates, the ACR may appoint a Secretary, at his or her discretion, to assist with duties enumerated herein.
 3. The ACR shall chair all meetings of the Affiliate Club Delegates Committee (“Delegates Committee”), and shall have custody of minutes and records of such meetings. The ACR shall make recommendations to the Board of Directors on all matters relative to the affiliate clubs, as well as applications for affiliation.
 4. The ACR shall be elected to serve a term of three (3) years by the Delegates in accordance with a procedure established by the Delegates. Such procedure shall be duly filed with the Board of Directors and may be amended from time to time, which amendment shall also be duly filed with the Board of Directors.
- G. Delegate to the American Kennel Club. The Delegate to the American Kennel Club shall represent the Club at all meetings of the Delegates of the American Kennel Club and shall be elected to serve for a term of three (3) years or until a successor is approved by the American Kennel Club.

SECTION 3. Appointments. One (1) or more person(s) may be appointed by the Board of Directors to assist the Officers listed above in the performance of their duties, including, but not limited to, the position of Recording Secretary.

SECTION 4. Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next election by a majority vote of all the then members of the Board of Directors, except that a vacancy in the office of the President shall be filled automatically by the First Vice-President, and the resulting vacancy in the office of the First Vice-President shall be filled automatically by the Second Vice-President, and the resulting vacancy in the office of the Second Vice-President shall be filled by the Board of Directors.

SECTION 5. Terms. No Officer may be elected for more than three (3) consecutive terms to the same office, and no Director may be elected for more than three (3) consecutive terms as such; and further, no Officer or Director of the Club may serve for more than nine (9) consecutive years in any office of the Club.

ARTICLE IV Committees

SECTION 1. Standing Committees

- A. **Advisory**
- B. **Awards**
- C. **Constitution and By-laws**
- D. **Futurity**

- E. Health and Research**
- F. Judges Education**
- G. Judges Selection**
- H. Junior Showmanship**
- I. Membership**
- J. National Specialty**
- K. Performance**
- L. Public Education**
- M. Rescue**
- N. Standard**
- O. Top Twenty Invitational Coordinator**
- P. Website**

The Board of Directors shall provide each committee chair a set of guidelines, procedures, responsibilities, and where appropriate, regulations for the operation of that committee, which may be amended, if needed, by each new chairperson appointed to said committee, subject to Board approval. Such committees or persons shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors to assist it on particular projects.

All appointed committees shall serve only until the new Officers and Directors shall take office.

All appointed committee chairs shall be members of The Great Dane Club of America.

SECTION 2. Affiliate Club Delegates Committee (“Delegates Committee”).

- A. Each Affiliate Club may elect a Delegate (and Alternate Delegate) and the Delegate (when recognized by the Club) shall become a member of the Delegates Committee. The Delegates Committee may initiate policy recommendations as it may find necessary and may submit such recommendations to the Board of Directors.
- B. A proposed affiliate club shall submit its GDCA application to the ACR. The ACR may further appoint a committee to review and make recommendations regarding such application for membership to GDCA.
- C. The Delegates Committee shall elect the ACR as soon as practical at the expiration of the previous ACR’s term of office. Election deadlines shall correspond to that of other Board of Director positions, i.e., deadlines for: Nominations from the floor – July 1, Mailing of Ballot –July 15, Ballot Return – September 15. All ballots must be tallied by a licensed CPA, selected by the Board of Directors, who has no affiliation with the GDCA nor a GDCA affiliate club.
- D. The Delegates Committee shall meet at regular intervals and may be called into meeting by the President, the Affiliate Club Representative or by petition by any five (5) members of the Affiliate Club Delegates Committee filed with the Affiliate Club Representative.

- E. The-Delegates Committee may conduct its business by any manner approved by AKC, provided the same guidelines referenced in Article III, Section 1E are in place.

ARTICLE V

Club Year, Voting, Nominations and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first (1st) day of November and end on the thirty-first (31st) day of October.

The Club's official year shall begin immediately upon the conclusion of the annual meeting and shall continue through the next annual meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the annual meeting and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after such annual meeting.

All regular members and member Affiliate Clubs in good standing may vote in the annual election.

SECTION 2. Voting

- A. At all meetings of the membership each member shall be entitled to one (1) vote if present or by written ballot cast by mail on such items deemed necessary by the Board of Directors and on such items as prescribed by these by-laws.
- B. Voting shall be limited to those regular members and Affiliate Clubs who are members in good standing of the Club.
- C. Voting by proxy shall not be permitted.
- D. Voting by Affiliate Clubs
 - 1. Each Affiliate Club in good standing shall be entitled to cast one (1) vote on issues presented by mail, at annual or special meetings of the Affiliate Club Delegates Committee.
 - 2. The mail vote of an Affiliate Club shall express the opinion of that Club, certified as such by the signature of two (2) Officers. If the Secretary and Delegate are present for the vote it shall be their signatures. If either the Secretary or Delegate is not present for the vote then the second signature must be by an Officer or Board member who was present. In the event neither the Secretary or Delegate were present for the vote then the signature of three (3) Officers or Board members present at the vote shall be required to validate the vote.

SECTION 3. Annual Elections. The annual election of Officers, Directors and Delegate to the American Kennel Club shall be decided by written ballot cast by mail or electronic balloting. The Board of Directors may decide to submit other specific questions for decision by the members by written ballot cast by mail or in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs, and adhering to the laws of the state in which The Great Dane Club of America is incorporated. Ballots, to be valid, must be received by the Corresponding Secretary or such professional service as is designated by the Board of Directors at the address given on the return envelope on or before September 15th. If a professional service is not used the ballots shall be counted by three (3) inspectors of election, to be chosen by the Board of Directors. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the annual meeting, is unable to serve for any reason, such nominee shall not be elected and the Board of Directors in the manner provided by Article III, Section 4, shall fill the vacancy so created.

SECTION 4. Nominations and Ballots.

- A. The Board of Directors, on or before April fifteenth (15th) of each year, shall designate five (5) regular members of the Club to constitute a Nominating Committee. No regular member of the Club shall be eligible to serve on the Nominating Committee unless he/she shall have been a member in good standing for at least one (1) year. In addition thereto, no member shall be eligible to serve on the Nominating Committee if he/she is then an Officer or Director eligible for re-election. The Board of Directors shall name the Chairman of the Nominating Committee.
- B. It shall be the duty of the Nominating Committee to nominate candidates for the offices and board positions to be filled by the next annual election. The Nominating Committee may nominate any regular member in good standing. The Nominating Committee may not nominate one of its members for office.
- C. The Nominating Committee shall report its slate of nominees, in writing, to the Corresponding Secretary on or before May fifteenth (15th).
- D. The Corresponding Secretary shall, on or before June first (1st), send notice to each regular member and member Affiliate Club setting forth the Nominating Committee's choices for the offices and positions to be filled.
- E. Any regular member in good standing, whose name does not appear upon the slate submitted to the Corresponding Secretary by the Nominating Committee, shall be eligible if, and only if, his/her name is proposed in writing and mailed to the Corresponding Secretary and President of the Club, and endorsed by five (5) other members in good standing, with the written consent or signature of the candidate. The candidate and endorsers shall be members in good standing with the Club for a minimum of one (1) year. Such endorsement shall be sent with original signature affixed, by certified mail with return receipt or delivered by hand to the Corresponding Secretary and the President of the Club on or before July first (1st) setting forth the office for which he/she is a candidate.

- F. If no valid additional nominations are received by the Corresponding Secretary and President by July first (1st), the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no ballot shall be required.
- G. In the event additional nominations are made the Corresponding Secretary shall, on or before July fifteenth (15th), notify each regular member of the Club of the name(s) of the candidate(s) so named or proposed and enclose a ballot for use in voting by mail together with instructions for its use.
- H. No nominations shall be made from the floor at the annual meeting of the Club. In the event a nominee for office withdraws his/her candidacy, he/she must notify the Nominating Committee of such withdrawal. At that time the Nominating Committee has the right to choose another candidate.
- I. All ballots must be received no later than September fifteenth (15), at which time they shall be promptly tabulated and the nominees notified of the results. In the event of a tie, a ballot shall be sent to the membership for vote, which must be returned no later than two (2) days before the Annual Meeting. In the event of extenuating circumstances, the Board may extend the deadline.

ARTICLE VI

Discipline of Members

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

SECTION 2. Trial Board. A Trial Board shall be appointed from time to time by the Board of Directors of the Club and shall consist of not less than three (3) members, one of whom shall be a Director of the Club. The appointed Director shall be the chairperson of this Board. In the event one or more members of the Trial Board shall be unable to sit in any given case, the President, or in his/her absence, the Vice-President, shall appoint, subject to the approval of the Board of Directors, a substitute or substitutes.

SECTION 3. Charges

- A. The Club or any regular or affiliate member may prefer charges against a regular or affiliate member.
- B. Five (5) or more regular or affiliated members may prefer charges against an affiliated club.

SECTION 4. Nature of Charges. The commission or omission of any act which discredits or tends to discredit, or otherwise injure the Club or any affiliated Club or the breed, or which tends to or may tend to disrupt and disorganize the Club or any of its affiliates, or which is inconsistent with the effective carrying out of the purposes of the Club or any of its affiliated clubs.

SECTION 5. Filing Charges. Written charges with specifications must be filed in duplicate with the Corresponding Secretary, together with a deposit of one hundred (\$100.00) dollars, which shall be forfeited if such charges are not sustained. The Corresponding Secretary shall promptly notify the Trial Board of the Club, which shall promptly meet to determine the validity of the charges. The Trial Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Trial Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or the breed it may refuse to entertain jurisdiction. If the Trial Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Trial Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt, together with a notice of the hearing date and an assurance that the defendant may personally appear in his/her own defense and may bring witnesses if he/she so wishes. Any member shall have the right to appear and be represented by counsel.

SECTION 6. Findings. A majority vote of the Trial Board shall determine and decide all matters before it. Should the charges be sustained after hearing all the evidence, testimony or affidavits presented by the complainant and defendant, the Trial Board may suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient it may also recommend to a meeting of the membership that the penalty be expulsion for individuals or revocation of membership in the case of affiliated clubs. In such case, the suspension shall not restrict the defendant's right to appear before the next regular meeting, or any special meeting of the membership called to consider the Trial Board's recommendation. Any member shall have the right to appear and be represented by counsel. Immediately following the decision of the membership its findings shall be put in written form and filed with the Corresponding Secretary who, in turn, shall notify the defendant(s) of the decision by the meeting and the action taken.

SECTION 7. Expulsion of a member from the Club or revocation of the membership of an affiliated Club may be accomplished only at a meeting of the membership and upon the Trial Board's recommendation. Such proceedings may occur at a regular or special meeting of the membership, which must be held within sixty (60) days, but not earlier than thirty (30) days following the decision of the Trial Board. Notice shall be sent at least ten (10) days in advance to all regular members and to the defendant of the date, time and place of any meeting at which any recommendations of the Trial Board shall be considered. The notice shall further set forth the full name of the defendant, the charges preferred, and a copy of the findings of the Trial Board and state that the recommendation of the Trial Board is to be acted upon. The defendant shall have the privilege of appearing in his/her, or its own, behalf though no evidence shall be taken at the meeting of the members. The President or Chairperson of the meeting shall read the charges and the Trial Board's findings and invite the defendant, if present, to speak in his/her own behalf if desired. The meeting shall then vote by secret written ballot on the proposed expulsion or revocation of membership. A two-thirds (2/3) vote of those present at such meeting shall be

necessary for expulsion or revocation of membership. If expulsion or revocation of membership is not so voted, the Trial Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws (and to the Standard for the breed) may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty (20%) per cent 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 within three (3) months of the date when the Corresponding Secretary received the petition.

SECTION 2. The Constitution and By-Laws (and the Standard for the breed) may be amended at any time provided a copy of the proposed amendment(s) has been mailed or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs, conforming to the laws of the state in which The Great Dane Club of America is incorporated, by the Corresponding 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, shall be indicated. Dual-envelope procedures, described herein, shall be followed in handling such ballots, to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty (30) days after the date postmarked, by which date the ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

SECTION 3. In the event electronic balloting is utilized, an independent organization must be employed that specializes in electronic balloting.

SECTION 4. No amendment to the Constitution and By-laws (or to the Standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of its membership. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by the operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE IX
Order of Business

SECTION 1. At meetings of the Club the order of business, so far as the character or nature of the meeting may permit shall be as follows:

- A. Attendance**
- B. Minutes of Last Meeting**
- C. Report of President**
- D. Report of Secretaries**
- E. Report of Treasurer**
- F. Report of Affiliate Club Representative**
- G. Report of AKC Delegate**
- H. Report of Committees**
- I. Election of Officers and Board (at annual meeting)**
- J. Unfinished Business**
- K. New Business**
- L. Adjournment**

SECTION 2. At meetings of the Board of Directors the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- A. Minutes**
- B. Secretary's Report**
- C. Treasurer's Report**
- D. Affiliate Club Representative's Report**
- E. AKC Delegate's Report**
- F. Report of Committees (in alphabetical order)**
- G. Unfinished Business**
- H. Election of New Members**
- I. New Business**
- J. Adjournment**

ARTICLE X

SECTION 1. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this is in conflict with the requirements of this Constitution and By-laws, in which case the Constitution and By-laws shall take precedence.

Amended 2017