

BY-LAWS
of
THE GERMAN SHEPHERD DOG CLUB OF AMERICA-
WORKING DOG ASSOCIATION, INC.

ARTICLE I
NAME AND OBJECTS

Section 1. **Name.** The name of the Club shall be: The German Shepherd Dog Club of America-Working Dog Association, Inc. (“GSDCA-WDA” or “Club”).

Section 2. **Structure.** The GSDCA-WDA is a corporation separate and apart from the German Shepherd Dog Club of America (“GSDCA”) but shall be closely allied and associated with the aims, purposes and pursuits of the GSDCA. The Club shall be incorporated in the State of Colorado and shall secure insurance to adequately cover all events, its membership and its Board of Directors against claims that may arise from the activities of the Club.

Section 3. **Objects.** The nature, object and purposes of the corporation shall not be for pecuniary gain or profit to the officers, members or employees thereof and the specific purposes for which it is formed are as a not for profit, charitable and educational organization to promulgate, especially in the United States of America, the following objectives.

(A) To encourage and promote training of the highest quality purebred German Shepherd Dogs and to do all possible to bring the natural qualities of the German Shepherd Dog to perfection;

(B) To do all in the corporation’s power to protect and advance the interests of the German Shepherd Dog breed by encouraging sportsmanlike competition at working dog sport trials;

(C) To aid with every possible means in demonstrating the conspicuous ability of the German Shepherd Dog in its role with the military, Red Cross, police, drug and explosive detection work, security work, herding, search and rescue work, guide dogs for the blind and deaf and as a companion;

(D) To organize or assist in organizing working dog sport trials according to the rules of the Verband Fuer Das Deutsche Hundewesen or such other organization as the corporation shall designate from time to time;

(E) To publish or aid in the publishing of literature, periodicals and other educational materials in the interest of the German Shepherd Dog and the working dog sport; and

(F) To adopt regular rules and regulations concerning the operation of matches, seminars and the appointment and qualification of appropriate judges or instructors to serve in furtherance of working dog sport trials.

Section 4. **Non-Profit Status.** No part of the net earnings of the Club shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth within these By-Laws and the Certificate of Incorporation. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws or the Certificate of Incorporation, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

ARTICLE II
MEMBERSHIP AND ELIGIBILITY

Section 1. There shall be six (6) types of membership: individual, family, junior, lifetime, honorary and club. Membership shall be open to those who subscribe to the objects of the Club and shall be further subject to the limitations hereinafter stated.

Section 2. Individual Membership. There shall be one type of individual membership in an unlimited number. To be eligible, an applicant must be eighteen (18) years of age or older.

Section 3. Family Membership. There shall be one type of family membership in an unlimited number. To be eligible, applicants must be eighteen (18) years of age or older. Family Membership shall be described as 2 or more people who live at the same physical address and meet the age requirements. Each family member will be issued their own member number and member card.

Section 4. Junior Membership. There shall be one type of junior membership in an unlimited number. To be eligible, an applicant must be ten (10) years of age through eighteen (18) years of age. All applicants for junior membership must be sponsored by a parent or legal guardian who is a member of the club in good standing, and who shall assume legal responsibility for the junior member. Junior members may enjoy all the privileges of the Club, however, will not be entitled to vote in Club elections.

Section 5. Lifetime Membership. There shall be one type of lifetime membership in an unlimited number. To be eligible, an applicant must be eighteen (18) years of age or older. Lifetime members shall enjoy all the privileges of the Club, including the right to vote in any club elections.

Section 6. Honorary Membership. There shall be one type of honorary membership in an unlimited number. An honorary member shall be someone who is nominated by any member of the Club, and meets the honorary member requirements. Nomination shall be by written form and submitted to the Membership Committee Chair of the Club. Honorary members shall be those who have contributed service to the Club or the breed.

Section 7. Club Membership. There shall be one type of group membership (“Member Club”) in an unlimited number available to working dog sports clubs. The requirements for acceptance of an applicant Member Club shall be that at least five (5) members of such Member Club shall be members in good standing or applicants for membership of the GSDCA-WDA and, further, that such applicant Member Club’s constitution and by-laws are those which are

acceptable to the GSDCA-WDA. Additionally, Club membership may further be subject to the conditions imposed, if any, by the Board's authority granted pursuant to Section 12 of this Article.

Section 8. **Dues.** The amount of annual dues payable by individual, family, junior, lifetime, and member clubs shall be those set by the Board of Directors. Dues shall be paid in advance and shall be due and payable on the anniversary date of your membership being approved. Each new member may be subject to an initiation fee in amount set by the Board of Directors. Notwithstanding any other provision to the contrary contained herein, no member shall be entitled to vote in any Club matter unless that individual's dues have been paid for the then current year. A statement of dues for the upcoming year shall be sent to each member who shall be mailed on or before thirty (30) days prior to the due date.

Section 9. Application For and Election to Membership.

(A) Application for membership shall be made in the manner prescribed by the board of Directors including such completed forms and supporting information as shall be required from the applicant. All individual memberships shall, in addition to any other information required by the Board of Directors, carry the endorsement of two or more members of GSDCA-WDA, then in good standing. A representative of the Board of Directors or the membership committee, if applicable, shall promptly acknowledge receipt of such application, transmit all monies required to be paid to the Treasurer and forward a list of all applicants to such publication(s) as may be acceptable, from time to time, by the Board, by the first of each month. All applicants, whether individual or club members, whose names are published such publication in a given month shall automatically obtain membership status on the fifteenth day of the month following the month of publication of that issue of such publication in which the name of the applicant appears, unless objections in writing from the membership of this Club or Board member is received by the membership committee, in which case, notice shall immediately be sent to the applicant of such objection. In the event of such objection, the application shall be tabled and the Board shall immediately require an expeditious investigation into the application and the objection thereto after which and within forty-five (45) days from the date that the objection is received, and investigator's report shall be submitted to the board, whereupon the Board shall act in favor of or in opposition to the application. The Board may require and receive such information as it shall deem necessary in its deliberation including, without limitation, affidavits, sworn testimony or general evidence concerning the repute of the applicant.

(B) All applications shall be considered by the Board of Directors or, if the Board shall choose to do so, by a membership committee, in either which case, the decision of such committee or the Board shall be final.

(C) Each applicant shall be notified of the action taken by the Board or membership committee by the Secretary. Each applicant accepted for new membership shall receive a membership card, a copy of these By-Laws and any other material which the Board or membership committee deems appropriate. In the event that any applicant shall be refused membership, then such applicant may be presented for further consideration for membership by one of applicant's original endorsers at the next annual general membership meeting of the Club. The Club may elect such an applicant to membership by a favorable vote of seventy-five percent (75%) of the individual members present. In the event that such application shall be again rejected, the applicant shall be required to wait for a period of not less than one (1) year before the applicant may re-apply for membership.

Section 10. Termination of Membership. Membership may be terminated by:

(A) **Resignation.** Any member in good standing, whose dues are current, may resign from the Club upon written notice to the Corresponding Secretary, except no members may resign when in debt to the Club.

(B) **Lapse.** A member's membership is considered lapsed if he has failed to pay his or her dues for any year by March 1 of such year and such members will be dropped from the roster of the Club at the next meeting of the Board of Directors. The Board of Directors may extend a member's membership if it deems it to be in the Club's best interest to do so. In no case may a person whose dues are unpaid as of the date of a Club meeting be entitled to vote at such meeting.

The termination of membership shall not extinguish any obligations of any member to the Club and the event of termination, no matter when established, shall not result in any member being entitled to a refund of or credit for any portion of all of the membership fees or initiation fees.

Section 11. Good Standing. A member in good standing is one whose dues are paid, and who is not under suspension by this Club, the GSDCA or the American Kennel Club.

Section 12. **Member Clubs.** Applying Member Clubs shall be additionally subject to conditions imposed by the Board, from time to time, requiring evidence be given to the Board that such Member Club is capable of promoting the objects of the Club. The Board shall retain the right to require provisional status, qualifying matches and/or evidence of ongoing participation and promotion of the objects of the Club. Further, the Board shall have the right to review the ongoing activities of any member Club to determine whether or not that Club is promoting and pursuing the goals and objects of the Club and in furtherance of such purpose, the Board shall retain the right to establish guidelines and performance criteria for any active Member Club, the violation of which can result in disciplinary action being taken against such Member Club in accordance with Article VII hereof.

**ARTICLE III
MEETINGS**

Section 1. **Annual Meeting.** The annual general membership meeting of the Club shall be held in conjunction with the national working dog sport championship, whenever possible. The time and location is to be fixed by the Board of Directors, preferably between the dates of September 15 and November 15. Written notice of the annual meeting shall be mailed by the Secretary to all individual members and club members at least ninety (90) days prior to the date of such meeting.

Section 2. **Voting.** A quorum shall be constituted of fifty (50) members or twenty percent (20%) of the total membership, whichever number is less, for any general membership meeting. Unless otherwise expressly provided within these By-Laws or the Certificate of Incorporation, all matters shall be determined by a simple majority of those individual members present and eligible to vote. Voting shall be by individual membership only and no Member Club shall be entitled to vote. Notwithstanding any other voting percentages which may be contained in Roberts Rules of Order, Revised, the voting percentages required by the terms of these By-Laws shall prevail.

Section 3. **Order of Business.** At the annual general membership meeting, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- (A) Roll Call;
- (B) Minutes of Last Meeting;

- (C) Report of President;
- (D) Reports of Secretaries;
- (E) Report of Treasurer;
- (F) Reports of Committees;
- (G) Election of Officers and Directors;
- (H) Membership Application Review;
- (I) Unfinished Business;
- (J) New Business; and
- (K) Adjournment.

Section 4. **Special Meetings.** Special meetings of the general membership of the Club may be called by the President; or by a majority vote of the Directors who are present at a meeting of the Board, or by a majority of the Board who vote for such meeting by mail; or by the Secretary upon receipt of a petition signed by fifty (50) members of the Club or twenty percent (20%) of the total individual membership, whichever shall be lower, all of who shall be in good standing, within forty-five (45) days of the receipt of the petition. Such meeting shall be held at a time and place designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least fourteen (14) days, and no more than twenty-five days prior to the meeting. The notice of the meeting shall state the purpose or purposes of the meeting, and no other Club business may be transacted. The quorum for such meeting if fifty (50) members of the Club who are in good standing.

Section 5. **Regular Board Meetings.** Regular meetings of the Board of Directors of the Club shall be held during the months of January, April and July. In the event of an emergency the Board may change the date of the meeting by an affirmative vote of three-fourths (3/4) of the Board of Directors. The secretary shall notify each member of the Board of Directors by either written or electronic means of the dates and locations of such meetings at least twenty (20) days prior to the date of the meeting. A quorum for all board meetings shall consist of seven (7) members from the board of directors at large.

Section 6. **Order of Business.** At regular meetings of the Board of Directors, unless otherwise directed by a majority vote of those present, shall be as follows:

- (A) Reading of the Minutes of the Last Meeting;
- (B) Reports of Secretaries;
- (C) Report of Treasurer;
- (D) Report of President;
- (E) Reports of Committees;
- (F) Unfinished Business;
- (G) Election of New Members;
- (H) New Business; and
- (I) Adjournment.

Section 7. **Conduct of Business by other than Personal.** The Board of Directors may conduct its business by mail, telephone or other electronic means.

Section 8. **Special Board Meetings.**

(A) Special meetings of the Board may be called by the President at any time. Written notice of such meetings shall be mailed by the Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. The notice shall state the purpose or purposes of such meeting.

(B) Special meetings of the Board must be called by the President without undue delay upon a written request of two-thirds (2/3) of the Board of Directors, stating the purpose of the desired meeting.

(C) Written notice of such meeting shall be mailed by the Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. The notice shall state the purposes of the meeting and no other business shall be transacted.

(D) Provided that all members of the Board shall give their consent, waiver of written notice of any meeting shall have the effect of eliminating any notice requirements under this Article.

Section 9. **Conduct of Meetings.** At meetings of the membership and Board of Directors, the most recent "Robert' Rules of Orders, Revised" shall govern parliamentary practice on all matters covered in these By-Laws.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. **Board of Directors.** The Board of Directors shall be comprised of the President, Vice-President, nine (9) Regional Directors, four (4) General Directors, the Training Director, Secretary, Treasurer, and ex officio, the President of the GSDCA, each of whom shall have one (1) vote.

Section 2. **Officers.** The Club's officers consist of the President, Vice-President, Secretary, Recorder, Treasurer, Training Director and Director of Trials and Judges, all of whom shall be members in good standing of the Club. They shall serve in their respective capacities, both in regard to the Club and its meetings, and the Board of Directors in its meetings, where attendance is required.

(A) The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws. The initial President shall be the President of the GSDCA for the years 1981-1982, and shall hold office for a term ending January, 1985. All future Presidents shall be elected in accordance with Article V hereof provided; however, any such President shall have qualifications of being a past Board Member of the Club or the GSDCA and have held membership in the GSDCA for the two (2) years immediately preceding the time of election.

(B) The Vice-President shall have the powers, and exercise the duties of the President in the event of the President's absence or incapacity and the Vice-President shall assume the office of the President for the unexpired term in case of the President's removal, resignation, death or inability to serve. The initial Vice-President shall be that person so appointed by the President of the Club and ratified by the Board of GSDCA and shall serve for a term ending January, 1985. All future Vice-Presidents shall be elected in accordance with Article V hereof provided; however, any such Vice-President shall have qualifications of being a past Board Member of the Club or the GSDCA and have held membership in the GSDCA for the two (2) years immediately preceding the time of election.

(C) The Secretary shall keep a record of all meetings of the Club and the Board of Directors. The minutes of these meetings shall be mailed to the Board of Directors within thirty (30) days. In addition, a record of all votes taken by mail and of all matters of which a record shall be ordered by the Club shall be kept. The secretary shall have charge of the correspondence of the Club, notify members of the meetings, notify Officers and Directors of their election to office, maintain a roll of the names, addresses and, if possible, telephone numbers of all members of the Club, and carry out such other duties as are prescribed by these By-Laws, and/or may be prescribed by the Board of Directors. The initial Secretary shall be appointed by the then president of the Club to serve for a term of two (2) years. The appointment of this officer shall be subject to ratification by a simple majority vote of the Board.

(D) The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a depository satisfactory to the Board, in the name of the Club. Expenditures of funds shall be made by the Treasurer under authority granted by the Board. The Treasurer shall maintain and make available to the members of the Board at all times, books of the Club and at every meeting the Treasurer shall report to the Board the condition of the Club's finances and every item of receipt or payment not before received; and at the annual general membership meeting, the Treasurer shall render an account of all monies received and expended by the Club during the previous fiscal year. The Treasurer shall maintain a roll of the names, addresses and if possible, telephone numbers of all members of the Club. The initial Treasurer shall be appointed by the President of the Club, ratified by the Board of the GSDCA and serve for a term ending January, 1985. All succeeding Treasurers shall serve for a term of two (2) years and shall be appointed by the then President of the Club. The appointment of this officer shall be subject to ratification by a simple majority vote of the Board.

(E) The Training Director shall be responsible for overseeing the training policies established by the Board; initiating training programs which shall promote the highest standards of working dog training to fulfill the objects set forth in Article I in these By-Laws; to generally oversee, advise and assist Member Clubs in their training programs. The initial Training Director shall be that person so appointed by the President of the Club, ratified by the Board of GSDCA and shall serve for a term ending January, 1985. All future Training Directors shall be nominated by the President then in office and elected by a simple majority of the President and Regional Directors present and entitled to vote.

(F) The Director of Trials and Judges shall be responsible for maintaining and enforcing all trial rules, judges rules and judges qualifications. Additionally, he or she shall be responsible for carrying out the implementation of the directives of the Board concerning any such rules or regulations; establishing and maintaining a judges apprenticeship and ongoing qualification program; recommending disciplinary action which may be required against any trial participant or judge and advising the Board on recommended actions required in the Club's ongoing involvement in the working dog sports. The initial Director of Trials and Judges shall be appointed by the President of the Club, ratified by the Board of GSDCA and serve for a term ending January, 1985. All succeeding Directors of Trials and Judges shall serve for a term of two years shall be appointed by the then President of the Club. The appointment of this officer shall be subject to ratification by a simple majority vote of the Board. The position of Director of Trials and Judges is a voting position.

Section 3. **Regional Directors.** There shall be nine (9) Regional Directors, each of whom shall represent the regions hereinafter described, by serving upon the Board of Directors. Each Regional Director shall have one (1) vote. Each initial Regional Director shall be appointed by the President of the Club, ratified by the Board of GSDCA and shall serve for a term ending January, 1985. The terms of succeeding Regional Directors shall be for two (2) years with the Regional Directors being nominated and elected in accordance with the requirements of Article V hereof. The regions that shall be represented are as follows:

- (A) **Region #1 - Northeastern;** Maine, Vermont, Massachusetts, New Hampshire, New York, Rhode Island, Connecticut.
- (B) **Region #2 - Mid-Atlantic;** New Jersey, Delaware, West Virginia, Pennsylvania, Maryland, Virginia.
- (C) **Region #3 - Southeastern;** North Carolina, Tennessee, Mississippi, Georgia, South Carolina, Louisiana, Alabama, Florida, Puerto Rico.
- (D) **Region #4 - Great Lakes;** Michigan, Ohio, Indiana, Kentucky.
- (E) **Region #5 - Mid-Western;** Wisconsin, Missouri, Illinois, Iowa, Minnesota.
- (F) **Region #6 - Southwestern;** Texas, Oklahoma, Nebraska, Kansas, Arkansas, Colorado, New Mexico.
- (G) **Region #7 - Southern Pacific;** Arizona, Las Vegas, Nevada, Southern California (includes all counties south of and including San Bernardino, San Luis Obispo, and Kern), Hawaii.
- (H) **Region #8 - Mid-Pacific;** Nevada (except Las Vegas, Nevada), Utah, Northern California (all counties north of San Luis Obispo, Kern and San Bernardino).
- (I) **Region #9 - Northwestern;** Washington, Oregon, Idaho, Wyoming, Montana, South Dakota, North Dakota, Alaska, all of Canada.

To be eligible, a Regional Director shall have served as a member of the GSDCA for at least two (2) years immediately preceding the term of office and, additionally, each Regional Director shall be a resident of one of the states within the region which the Regional Director represents.

Section 4. **Initial Officers and Directors.** Nothing herein shall be construed to require any initial Officer or Director to meet the eligibility of office requirements except that no Director or Officer shall be entitled to hold office who is not then a member in good standing of the Club and GSDCA.

Section 5. **Terms of Office.** Except where otherwise expressly provided herein, each Officer and Director shall be elected at the same time for a two (2) year term commencing with the election in 1984 in accordance with these By-Laws, which offices shall be filled effective January 1 of the following year. Elections shall be held thereafter during odd years.

Section 6. **Vacancies.** Any vacancy occurring on the Board during the term of any Board Member shall be filled at the next regular or special meeting of the Board by a majority vote of all the then members of the Board eligible to vote with the newly elected Board Member to serve the unexpired term of that Board Member; except that a vacancy of the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board.

Section 7. **Security Bond.** Any Officer, Director, Club member, or other person handling substantial Club funds shall furnish a security bond in such amount as may be determined by the Board of Directors, the expense of such bond to be borne by the Club.

Section 8. **Audit.** The Board of Directors shall cause an audit of the Treasurer's records to be performed by a Certified Public Accounting firm. This requirement may be waived annually during the July meeting of the Board by an affirmative vote of seventy-five percent (75%) of the board Members

present and voting.

Section 9. **General Directors.** The President shall appoint four (4) General Directors from a slate of at least four nominees presented by the Board of the GSDCA or GSDCA President. Nominees are not required to be members of the GSDCA Board. The President of the Club shall select from such a slate four (4) General Directors who shall be ratified by the Board. Upon appointment, the General Director so appointed shall serve until the next general board election, whereupon such position shall then become vacant and the successor General Director shall be appointed by the preceding process.

ARTICLE V CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 1. **Club Year.** The Club's fiscal and official years start January 1 and end December 31. The elected Officers and Directors shall take office on the January 1 following the Annual Meeting.

Section 2. **Voting.** At the annual general membership meeting or at a special general membership meeting of the Club, voting shall be limited to those members in good standing who are present at such meeting except that in the event of the election of Officers, Directors or amendments to By-Laws or trail rule changes, election shall and/or voting shall be conducted by written ballot cast by mail. Voting by proxy shall not be permitted and the Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Annual Election.

(A) At the annual meeting for the election of Officers and Directors, the vote shall be conducted by a ballot cast by mail.

(B) In order to count, a ballot must be received by the agent appointed by the Board of Directors to tabulate the results no later than midnight of the day one (1) week preceding the annual meeting of the Club. A report of the results of such balloting shall be delivered in a sealed envelope to the Secretary or such other person designated by the Board, by the agent prior to the annual meeting, and shall not be opened except at the annual meeting, in the presence of the members assembled. No ballots other than those mailed by the Secretary as specified in Article V, Section 4 (C), shall be valid. The agent shall have been appointed in advance by the Board of Directors for the purpose of conducting the election. All ballots shall remain in the hands of the agent for a period of at least six (6) months subsequent to the election and then be destroyed by him.

Section 4. Nominations and Ballots.

(A) No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws.

(B) Nominating Committee shall be chosen by the Board of Directors at the April meeting. The Nominating Committee shall consist of three (3) members and three (3) alternates, none of whom shall be members of the Board of Directors or members of their immediate family or immediate household. In addition, there shall be one (1) Board Member or an alternate Board Member serving as Chairman of the Committee, both of whom shall be selected by the Board and who shall have a vote only in case of a tie. An alternate shall serve only in case a Nominating Committee member for whom he is an alternate is unable or unwilling to serve. The Nominating Committee may meet in person or conduct its business by telephone or other electronic means. The Nominating Committee shall nominate from among the members of the Club in good standing who are residents of the United States and its territories, one (1) candidate for each office scheduled to be filled in the upcoming election and up to three (3) candidates for each Regional Director, plus candidates for any vacancies which are to be filled. The committee shall secure, in advance of the meeting, the written acceptance of each nominee to be considered, stating he will serve if elected. The Committee shall then submit its slate of candidates to the Secretary, not later than 120 days before the annual general membership meeting. The Secretary shall mail the list to each member of the Club not later than ninety (90) days prior to the date of the annual meeting. A person serving on the Nominating Committee is not eligible to be a candidate for any position in said election.

(C) Additional nominations may be made by written petition, addressed to the Secretary and received at his regular address on or before sixty (60) days prior to the date of the next annual meeting, signed by twenty-five (25) members in good standing and accompanied by a written acceptance of each such additional nominee signifying his willingness to be a candidate. No person may be a candidate for more than one (1) position, and must meet the qualifications of subsection (A), above.

(D) If no valid additional nominations by written petition are received by the Secretary at his or her regular address on or before sixty (60) days prior to the date of the next annual meeting, the Nominating Committee's slate shall be declared to have been elected, and no balloting will be required.

(E) If one or more valid additional nominations are received by the Secretary, he or she shall mail to each member in good standing on or before thirty (30) days prior to the annual meeting, a ballot listing all of the nominees for each position in alphabetical order, together with an envelope addressed to the agent appointed to count the ballots. The envelope shall be marked "Ballot", and shall bear the name of the member by who it was sent, so that the agent may check the credentials of such person.

(F) No person shall be eligible for nomination as a Director or Officer if election or appointment to such office will occur prior to three (3) years of continuous membership in the Club immediately preceding such election (effective January 1, 2010).

ARTICLE VI COMMITTEES AND CHAIRPEOPLE

Section 1. **Appointment.** The Board of Directors may each year appoint chairpeople and standing committees to advance the work of the Club in such matters as Schutzhund working dog trials, trophies, annual prizes, membership, club elections, and other fields which may be well served by committees. Such chairpeople and committees shall also be subject to the final authority of the Board of Directors. Special chairpeople and committees may also be appointed by the Board of Directors. Additionally, the President shall have the authority to create temporary ad hoc committees and to appoint chairpeople and committee members to serve thereon.

Section 2. **Termination.** All appointed assignments terminate during January of even years upon a new Board being installed. Any chairpeople, committee or committee member appointed by the board of Directors may be terminated by majority vote of the full membership of the board of Directors. Written notice of such termination shall be given to the terminated chairpeople, committee or committee member; and the Board of Directors may appoint successors to those persons whose service has been terminated.

Section 3. **Executive Committee.** The Board of Directors shall elect from its own ranks, an Executive Committee consisting of the President, who shall be a Chairman and four (4) additional members.

The Executive Committee shall act for, and on behalf of the board of Directors in the intervals between meetings of the Board of Directors.

Any action taken by the Executive Committee shall remain effective until the next regular or special meeting of the Board of Directors, at which time it shall be submitted to the Board for ratification.

**ARTICLE VII
DISCIPLINE**

(A) The Board of Directors shall establish policies and procedures for the filing of grievances and complaints against both individual members and member clubs. The policies and procedures shall be published in a manual which shall be made available to each individual member and member club. The policies and procedures (1) shall provide that any determination made by either the Board or the Executive Committee as to the guilt, innocence or assessment of fines, penalties or any other remedies or assessments against any complaining party or any party charged in any complaint or grievance shall be final and (2) shall include provisions granting the Board or Executive Committee the authority to make such assessments of fines, penalties and any other remedies or assessments against the losing party in any such complaint or grievance which the Board or Executive Committee assigned to handle or hear the grievance or complaint determines is appropriate, including without limitation, suspension of membership, assessment of a fine in an amount which is reasonably calculated to deter such wrongful activity in the future and assessment (and reimbursement) of costs incurred by both the GSDCA-WDA and the prevailing party for the handling of any such grievance or complaint. The policies and procedures shall be fair and shall comply with the provisions of the most current Robert's Rules of Order and the provisions of the Colorado Revised Statutes as it applies to nonprofit organizations.

(B) Any member who is suspended from any of the privileges of the American Kennel Club or Verein fur Deutsche Schaferhunde shall automatically be suspended from all privileges of this Club for a like period.

(C) Any person who is not in good standing with the organization may not participate in any GSDCA-WDA authorized event.

**ARTICLE VIII
AMENDMENTS TO THE BY-LAWS**

Section 1. **Proposals for Amendments.** Amendments to the By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by one hundred fifty (150) of the Club members then in good standing or ten percent (10%) of the general membership of the Club in good standing, whichever number is less. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. **Voting.** The By-Laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notification shall specify a date not less than thirty (30) days after the date of mailing, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing whose ballots are returned within the stated time limit, shall be required to ratify any such amendment.

**ARTICLE IX
DISSOLUTION**

Section 1. The Club may be dissolved at any time by the written consent of not less than sixty-six percent (66%) of the then members in good standing. In the event that the Club shall ever be dissolved, then upon the dissolution of the Club any assets remaining thereafter shall be conveyed to such organization or organizations as shall be elected by a majority vote of the Board; provided, however, that such recipient shall be exempt under the requirements of Section 501 (c) (3) of the Internal Revenue Code and further provided that such recipient shall be one which generally promotes the purposes which are enumerated in the Certificate of Incorporation and these By-Laws.

ACCEPTED AND ADOPTED by the initial Board of Directors meeting on _____, 1982.

Secretary

AMENDED & ADOPTED by the Board of Directors and the membership of the GSDCA-WDA January __, 1990.

AMENDED & ADOPTED by the Board of Directors and the membership of the GSDCA-WDA September 15, 2003.

AMENDED & ADOPTED by the Board of Directors and the membership of the GSDCA-WDA May 1, 2009.

AMENDED & ADOPTED by the Board of Directors and the membership of the GSDCA-WDA November 7, 2009.