

THE ROTTWEILER CLUB OF CANADA BY-LAWS

(effective 2003)

1. Name

1.1 *The name of the Club shall be The Rottweiler Club of Canada*

1.2 *The area of operation shall be all provinces of Canada*

2. Objectives

2.1 *The Objectives of this Club shall be:*

- a) To encourage and promote quality in the breeding of pure-bred Rottweilers and to do all possible to bring their natural qualities to perfection;
- b) To encourage the organization of independent local Rottweiler Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The Canadian Kennel Club;
- c) To urge members and breeders to accept the standard of the breed as approved by The Canadian Kennel Club as the premier standard of excellence;
- d) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at conformation shows, tracking tests, obedience trials and sanctioned matches.
- e) To conducted sanctioned and approved events under the rules of The Canadian Kennel Club and to abide by the principles of The Canadian Kennel Club Code of Ethics;
- f) The Club shall be operated on a non-profit basis. Any resulting surplus shall not be used to the benefit of any member of the Club;
- g) 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 objectives.

3. Membership

3.1 *Membership Year*

Membership in the Club shall be based on the fiscal year which shall commence on the first (1st) day of April and shall conclude on the thirty-first (31st) day of March.

3.2 *Eligibility*

Membership shall be open to all persons eighteen years of age and older who are members in good standing with The Canadian Kennel Club and who subscribe to the purposes of this Club.

3.3 *Types of Membership*

There shall be four (4) types of Membership:

- a) Individual - Open to all Persons
- b) Family - For an Individual Member plus second and subsequent memberships within the same family residing within the same household.
- c) Puppy - To be purchased by a Member Breeder for the first time Rottweiler owner(s)
- d) Honorary - May be granted by the Board of Directors to individuals or organizations in recognition of their meritorious service to the breed.

3.4 *Dues*

- a) Membership dues shall be payable by the 1st day of each year during the month of April
- b) New Members applying on or after October 1st shall be charged one half (½) of the membership fee
- c) During of prior to the month of January, the Membership Chairperson shall send each member a statement of dues for the ensuing year.
- d) The Board of Directors shall make an annual review of membership fees
- e) Proposed changes shall be presented to the membership in the form of a Standing Resolution to be voted upon at the Annual General Meeting.

3.5 *Application for Membership*

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and by-laws and the rules of the Canadian Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year or half year thereof.

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3.6 Approval of Membership

- a) All applications are to be filed with the Membership Chairperson and each application is to be submitted to the Board of Directors for approval.
- b) Approval shall be a majority vote of the Board Members responding.
- c) The name of each applicant shall be published in "Rottweilers in Canada" before approval may be finalized.

3.7 Rejection of Membership

Any applicant which has been rejected must be provided with a reason for such rejection.

3.8 Rights of Members/Voting Privileges

- a) Individual - Shall enjoy all the rights and privileges of the Club including the right to vote and hold office, as provided for elsewhere in these by-laws. In the case of a family membership, the second and subsequent members shall enjoy the same rights;
- b) Puppy - Shall enjoy the right to attend meetings and participate in discussion, but not the right to vote or hold office;
- c) Honorary - Shall enjoy the right to attend meetings and participate in discussion, but not the right to vote or hold office.
- d) All members shall receive: A subscription to "Rottweilers in Canada", A copy of the minutes of the Board of Directors meeting, Annual General Meeting and any Special Club Meeting held, A membership list, A copy of the Constitution and By-Laws of the Club
- e) In the case of a family membership, only one (1) copy of the above shall be sent.

3.9 Termination of Membership

Memberships may be terminated as follows:

- a) Resignation. Any member in good standing may resign from the Club upon providing written notice to the Membership Chairperson.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year.
- c) Expulsion. A membership may be terminated by expulsion as provided in Section 9 of these by-laws.

4. General Meetings

4.1 The Annual General Meeting

The Annual General Meeting of the Club shall be held in the months of July or August, preferably in conjunction with the National Specialty Show at such time and place as specified by the Board of Directors at least sixty (60) days prior to said meeting. The quorum for the annual meeting shall be as outlined in item 4.4 of the by-laws.

4.2 Special General Club Meetings

- a) Special Club Meetings may be called by the President, by a majority vote of the members of the Board of Directors or by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing.
- b) Special Club Meetings shall be held at such time and place to be determined by a majority vote of the Board of Directors.
- c) The Secretary shall send written notice of such meeting at least two (2) months prior to the date of the meeting.
- d) Such notice shall state the purpose(s) of the meeting and no other Club business shall be transacted thereat.

4.3 Board Meetings

- a) Meetings of the Board of Directors shall be held at regular intervals at such time and place as are agreed to by a majority vote of the Board. The secretary shall mail written notice of such meetings to each member of the Board at least 10 days prior to the date of the meeting;
- b) The Board may direct at the close of one meeting where they will next meet or upon notification that three (3) of the Board members are in agreement as to the necessity for a meeting, notice of such meeting shall be given to the Secretary at least two (2) weeks prior;
- c) The Board of Directors may conduct its business by mail or electronic means. The secretary shall conduct such meetings;
- d) A minimum of one (1) meeting in each half (½) of the membership year must be held.

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4.4 Quorum

The quorum of all meetings of the Club shall be as follows:

- a) Providing that due and sufficient Notice of Meeting has been given of a Special Club Meeting together with the outline of the urgent business requiring such special meeting, or that the Annual General Meeting is being held under normal and reasonable circumstances, that number of members who are in attendance or have responded at the time called for the opening of the meeting shall constitute a quorum.
- b) The Board of Directors Meeting quorum shall be three (3) Directors providing that at least one (1) of those present is also a member of the Executive.

5. Officers/Board of Directors/Positions

5.1 Board of Directors

The Board of Directors shall be comprised of the Officers (President, Vice-President, Secretary and Treasurer) who are residents of Canada plus a minimum of four (4) Regional Directors representing a minimum of four (4) of the six (6) regions across Canada and the Chairman of any standing committees acting in an advisory capacity, all of whom must be in good standing with the Club and The Canadian Kennel Club. General management of the Club's affairs shall be entrusted to the Board of Directors except as otherwise provided, the Board shall enjoy full powers to carry on the work of the Club without ratification of its decisions, but shall be subject always to the censure for failure to act or for improper decisions taken and acted upon.

5.2 Officers

The Officers of the club shall be the President, Vice-President, Secretary and Treasurer. All must be residents of Canada and members in good standing of The Canadian Kennel Club. The Officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings.

- a) The President shall preside at all meetings and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, incapacity or unwillingness to act; and shall at other times act out such of the Presidential duties as the President assigns to him/her. Except as instructed by the President, or to deal with a recognized emergency in the absence of the President, the Vice-President shall not call any Special Club Meeting.
- c) The Secretary shall keep records of all meetings of the Club and Board, all votes taken in the order of business and all matters of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, notify members of meetings, notify new members of election to membership, notify Officers and Directors of their election to office, keep a roll of members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- d) The Treasurer shall collect and receive all money due or to become due belonging to the Club and receipt therefore, report to the Board at every meeting the condition of the Club's finances, see that necessary banking forms are completed as required and that all signatures specified in the by-laws are obtained. At the Annual General Meeting, he/she shall render an account of all monies received and expended during the previous fiscal year.
- e) These duties may be amended from time to time on order of the Club through its Board of Directors. Any such amendment is to be effective only as duly passed by the Club and appearing in the Standing Resolution hereunder.

5.3 Executive

The executive of the Club shall consist of the above Officers together with the Immediate Past President. In the event that a President shall continue in office for more than one (1) term, the position of Past president shall fall vacant, except that the elected members of the Executive may, by extraordinary resolution, as the previous President to continue to sit with them in an advisory capacity.

- a) The Executive shall advise and assist the President in carrying out the policies of the Board of Directors
- b) Whenever emergencies arise which require handling before any meeting of the Club or Board can be called, the Executives shall take the responsibility of carrying out the work of the Club subject to later ratification of its actions and to the Club's censure for failure to act or for improper decisions taken and acted upon.

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5.4 Regional Directors

Additional Representatives shall be elected to serve as Regional Directors. In general, the Regional Directors shall act as liaison between the Executive and the Club members. Additional responsibilities to be contained in the Standing Resolution hereunder. Organization of the regions to be specified in the Standing Resolution hereunder.

- a) Members residing within the Region to be served shall elect the Regional Director
- b) The numbers and regions of service for these Directors shall be specified in the Standing Resolutions hereunder with the following provisions; the number of Regional Directors shall not be less than five (5) nor more than ten (10).
- c) Starting in 1985, every five (5) years or more often if petitioned by 40% of the membership in good standing in the areas to be affected, the Executive shall examine the demographics of the membership to determine if alterations in the numbers or locations of the directorships is warranted.
- d) Any reallocation of area served by a Director shall be based upon membership numbers, location, general activity, and/or the ability to service the membership in a more satisfactory manner.
- e) If, in the opinion of the Executive, alterations are required, they shall draw up a plan to be presented to the Board of Directors.
- f) Providing that the proposed changes have been published in "Rottweilers in Canada" at least three (3) months in advance, and considering the advice of the Board and/or any other interested parties, the Executive shall announce their decision and procedure for implementation.

5.5 Vacancies

Should a vacancy occur on the Board, the Board may appoint a member of the Club to fill the vacancy. Such appointment is to be endorsed by a majority of the then members of the Board present at the first meeting of the Board following the creation of said vacancy.

5.6 Terms of Office

The elected Officers and Directors shall take office immediately upon the conclusion of the Annual General Meeting at which they were elected and each retiring Officer or Director shall turn over to his successor all the property and records pertaining to that position within thirty (30) days.

6. Club Year

- a) The Club's fiscal year shall commence on the first (1st) day of April and shall conclude on the thirty-first (31st) day of March.
- b) The fiscal year shall be divided in halves commencing April first (1st) and October first (1st). Length of terms will be dictated in Section 9.1.

7. Finances

- a) The Treasurer shall present to the Annual General Meeting of the Club a balance sheet of the year's financial operation duly approved and audited by the Executive, and no financial report not so audited and approved by the Executive shall be accepted by the Club.
- b) The funds of the Club, except for amounts specified in the Standing Resolutions as authorized to be placed in safe keeping of certain Officers or representatives as petty cash interest fund, shall be placed in a Branch of any Canadian Chartered Bank.
- c) No Officer or Director or Committee member or other active member of this Club shall receive a remuneration for his/her services hereto.
- d) The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations or any other revenue shall accrue to the benefit of any member of the Club or any other individual.
- e) The signing authorities of the Club shall be the Officers listed in section 5.2. Any document requiring the endorsement of the Club shall be deemed to have been duly signed when it bears the recognized signatures of any two (2) of the said Officers, normally the President and the Treasurer.
- f) The Treasurer's books shall remain open to inspection by the Board at all times.

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8. Voting

- a) Each Individual or Family member in good standing shall be entitled to one (1) vote at any Annual General Meeting or Special Meeting of the Club.
- b) Where ballots are required, a member who is unable to attend said meeting may deliver, or have delivered a signed, sealed envelope containing an absentee ballot to the Secretary on or before the date of the proposed meeting and his/her vote shall be counted as if he/she were present. Any such absentee ballot must set forth the question being voted upon.
- c) Matters arising from the floor at the Annual General Meeting shall not be subject to an absentee vote.
- d) No proxy vote will be accepted.
- e) In the event of a postal disruption, the meeting shall be held as scheduled, but the Board shall decide a reasonable extension to allow for delivery and return of mail ballots and shall announce the results of the voting accordingly.
- f) Each member of the Board of Directors shall be entitled to one (1) vote at any meeting of the Board. If a Board Member is unable to attend said meeting, he may deliver or have delivered a signed, sealed envelope containing an absentee ballot to the Secretary on or before the date of the proposed meeting and his vote shall be counted as if he/she were present.

9. Elections

9.1 Ballots

- a) The election of Officers and Directors shall take place at the Annual General Meeting. The Officers of the Club shall be elected by the members of the Club; the Directors of the Club shall reside in the region which they are representing and shall be elected by the members residing in that region.
- b) The election of Officers and Directors shall be conducted by secret ballot.
- c) A majority vote of those members present together with the absentee ballots which shall be opened at the meeting by scrutineers appointed for such purpose, shall be sufficient to elect a candidate to office being voted upon.
- d) The person receiving the largest number of votes from each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Section 5.5.
- e) Elections shall be arranged that no more than two (2) of the four (4) Officers shall be elected in any one year. In the first election, the President, Treasurer and Regional Directors shall be elected for (1) year terms. The Vice-President and Secretary shall be elected for two (2) year terms. In all subsequent elections, all Officers and Directors shall be elected for two (2) year terms.
- f) All Officers and Directors shall be limited to three (3) consecutive terms in any single office unless the position cannot otherwise be filled.
- g) No member may fill more than one (1) elected position at any one time, nor may they run for more than one (1) elective position in any one election.
- h) The results of said election shall be published in "Rottweilers in Canada" which will constitute official notice to each member of the results of the annual election.

9.2 Nominations

- a) No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws.
- b) The Board shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. Candidates shall not be nominated for more than one office or position. The Board will submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the province or region in which he/she resides, along with a notice to each member advising of the opening of nominations for the Club Officers and Directors to each member of the Club by January 31st of each year.
- c) Additional nomination of eligible members may be made by written petition address to the Secretary and received his/her regular address on or before March 31st. Each member shall be entitled to nominate one (1) candidate for each office and any such nomination must be accompanied by the written acceptance of each such additional nominee signing his/her willingness to be a candidate. No member may be nominated unless he has been the owner of a Rottweiler in his/her own name or immediate family for one (1) year prior to nomination.
- d) If no valid additional nominations are received by the Secretary on or before the Annual General Meeting, the Board's slate shall be declared elected and no balloting will be required.
- e) If one or more valid additional nominations are received by the Secretary on or before March 31st, an election will be held in accordance with Section 1 of this Article.
- f) Nominations cannot be made at the Annual General Meeting or in any manner other than as provided above.

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9.3 *Removal from Office*

- a) A member of the Board of Directors may resign from Office by written notice submitted to the Secretary.
- b) Any Officer or Director who fails to attend or report to two-thirds (2/3) of the meetings of the Club or a governing body to which he/she is called, or who for any reason proves unsatisfactory in his/her position, may be warned that his/her attendance and/or conduct is unsatisfactory and if he/she persists in this conduct without satisfactory explanation, he/she shall be removed from office by the remaining members of the Board and the vacancy filled as provided for in Section 5.5.

10. Committees

10.1 *Standing Committees*

The Board may each year appoint standing committees to advance the work of the Club in such matters as Conformation (Field trials, obedience trials), trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Ad hoc committees may from time to time be appointed by the Board to aid the Board with specific projects.

10.2 *Committee Appointments*

- a) The Board has full authority to appoint a Committee Chairman for each Committee. The Chairman of said Committees shall select the remaining members of the Committee with the concurrence of the Board.
- b) Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

11. Discipline

11.1 *Canadian Kennel Club Suspension*

Any member who is suspended, debarred, expelled or deprived of privileges from The Canadian Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

11.2 *Complaints*

- a) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written complaints containing details of the alleged misconduct must be filed in duplicate with the Secretary together with a deposit of \$25.00 which shall be forfeited if the defendant is found guilty at a hearing of the Board or of a committee duly appointed for this purpose.
- b) The Secretary shall promptly send to the accused member, by registered mail, one copy of the charges together with a notice of the hearing and an assurance that the defendant may either appear in his/her own defense, bring witnesses and present evidence, or may send an equivalent presentation.
- c) The Secretary shall forward the Board or appointed committee a copy of the complaint, which will also be forwarded to the Defendant and the complainant. The Board shall set the date and location for a hearing, not less than three (3) weeks nor more than six (6) weeks from the date on which the Secretary received the charges. If the hearing is held by the Board, a minimum of (5) Directors or 50% of the Board, whichever is the highest number, must be present. In the event that a committee, at least a majority of the appointed committee shall be present.
- d) Should the charged individual be a member of the Board of Directors, he/she shall step down from office until such time as the charges are resolved and other members of the Board shall assume responsibility for performing the essential duties of said office. Should a complaint be laid against the Secretary, then the President shall act in accordance with these by-laws.

11.3 *Hearing*

- a) The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. The Board shall have complete authority to decide whether counsel may attend the Hearing, but both complainant and defendant shall be treated uniformly in this regard.
- b) After hearing all the evidence and testimony presented, a majority of the Board or Committee shall find by majority vote
 - i. the charges not sustained
 - ii. the charges sustained, in which case the defendant may be suspended from all privileges of the Club for up to, but not more than six (6) months, or
 - iii. if the said Board or Committee deem that suspension is insufficient punishment, they may in addition recommend expulsion to the membership.
- c) Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary shall notify each of the parties of the Board's decision and penalty, if any

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within 30 days of the decision. The Secretary shall also certify a copy of such findings to The Canadian Kennel Club for such action as they deem fit.

11.4 *Expulsion*

- a) Expulsion of a member from the Club shall be accomplished at an Annual General Meeting of the Club or any Special Club Meeting called for that purpose, provided that notice of such intent shall have been given in the announcement of said meeting and mailed to each member at least two (2) months prior to the date of the meeting, upon recommendation of the Board or Committee being provided as stated in section 3 of this Article. The President shall read the complaint and report the findings and recommendations of the Board or appointed Committee, and shall invite the Defendant, if present, to speak on his own behalf. In such cases, prior suspension shall not restrict the defendant's right to appear before his fellow Club members at said meeting. The Defendant may speak, or have a statement read, on his/her own behalf, but no evidence may be given. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) majority vote of those present and/or voting shall be necessary for expulsion.
- b) At the discretion of the Board, expulsion may also take place by mail-in vote consisting of a two-thirds (2/3) majority of all eligible voting members in favour of expulsion. Proxy voting is not permitted.
- c) If expulsion is not ordered, any suspension ordered by the Board or Committee will stand.

12. Amendments

12.1 *Proposal to Amendments*

- a) Amendments to the constitution, the by-laws and breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing.
- b) Amendments proposed by such petition shall be considered by the Board of Directors at the next regular meeting and must subsequently be presented to the Board within ninety (90) days of the date when the proposed amendment was received by the Secretary.

12.2 *Amendment by vote*

The constitution, by-laws and breed standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual-Envelope procedures shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted.

- In the case of breed standards, a two-thirds (2/3) majority vote of those eligible voting members who have voted is required to affect an amendment.
- For constitutions and by-laws, a two-thirds (2/3) majority vote of all eligible voting members is required.
- No proxy vote will be accepted.

12.3 *Canadian Kennel Club Approval*

No amendment to the constitution, by-laws or breed standard shall become effective until it has been approved by The Canadian Kennel Club.

13. Dissolution

The Club may be dissolved at any time by providing to the CKC written documentation signed by at least 2/3 of the members of the Club who are in favour of this decision. Proxies are not permitted. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club, its property and assets shall be divided equally between the then existing Canadian Schools of Veterinary Medicine - Canine Research Funds.

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14. Order of Business

14.1 *At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:*

- Roll Call
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual General Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

15. Insignia and Certification

- a) It shall be in order of the Club to design or have designed, and printed or manufactured a membership certificate/card and/or different degrees or grades of certificates as well as bars, pins, brooches, rings or other insignia bearing the official Club Crest.
- b) The Crest of the Club shall be as follows:
 - The Dog shall be Black
 - The Maple Leaf Red
 - The Background White
 - The Border Black or Gold
 - The Lettering Black or Gold

16. Procedure

16.1 Authority

All meetings of the Club and its governing bodies and all other matters its and procedure not otherwise herein specified shall be governed by a recognized procedural policy to be listed in the Standing Resolutions hereunder.

16.2 Standing Resolutions

- a) All resolutions affecting the permanent policy, functioning and activities of The Rottweiler Club of Canada and which are not part of the by-laws shall be included in the Standing Resolutions.
- b) The Secretary shall keep a record, and from time to time, provide copies hereof to members requesting the, of the Standing Resolutions

16.3 Inspection of Records

The minutes, books of account, registers of members and other records of the Club shall be kept in such places and under such custody as shall be conveniently prescribed from time to time by Standing Resolution and shall be open to any member in good standing by appointment.

16.4 Readings

Any question affecting a basic policy of the Club or having to do with expenditures other than for routine expenses shall be debated at two (2) or more regularly constituted meetings of the Board of Directors.