THE ROTTWEILER CLUB OF CANADA BY-LAWS

(effective April 1, 2023)

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 and territories 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 conduct 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) To educate members and non-members alike about responsible ownership of the Rottweiler breed;

g) 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;

h) 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 have not violated any bylaws or code of ethics with The Canadian Kennel Club, or have been found guilty of such offense by The Canadian Kennel Club and will continue to abide by the principles of The Canadian Kennel Club Code of Practice. As well, any person will not have violated or been convicted of any violation under the *Animal Pedigree Act*.

3.3 Types of Membership

~~There shall be six (6) types of Membership~~: *change as per standing resolution April 1, 2023*
There shall be five (5) types of Membership:

a) Individual - Open to all persons 18 years or older residing within Canada, who at the time of joining, own a Rottweiler, who meet the requirements of Article 3.2 Eligibility, and who subscribe to the purposes of this Club, being entitled to 1 vote. The cost of an individual membership is listed on the Membership form and must be paid in CDN funds;

b) Family – consisting of more than 1 member of a given family residing in the same household within Canada, all members must be 18 years or older, who at the time of joining own a Rottweiler and who subscribes to the purpose of this Club, each being entitled to 1 vote. Each family membership will receive only 1 newsletter, if there should be a newsletter for the Club. The cost of Family membership is listed on the Membership form and must be paid in CDN funds;

~~c) Associate – is open to all persons, who other than owning a Rottweiler or residing outside of Canada, meets the requirements for single membership. Associate members are not entitled to vote or hold office. Associate members may change their status to individual membership when they become owners of a Rottweiler and proof of Canadian residency is provided. The cost of an Associate membership is listed on the Membership form and must be paid in CDN funds;~~ *removed as per standing resolution dated April 1, 2023*

d) Puppy – purchased by a Breeder member of the Club for their new puppy owner(s) or may be purchased by the new puppy owner(s), if they see fit. Puppies must be between the age of 8 weeks and no older than 1 year old. Must provide name of the breeder if being purchased by new puppy owner(s). This level of membership is only good for the calendar year in which it is accepted by the Board. Upon renewal time, the Puppy member must become either an Individual or a Family member. Puppy members are not entitled to vote or hold office. The cost of a Puppy membership is listed on the Membership form and must be paid in CDN funds;

e) Breeder – must be a member in good standing for one (1) full year with the Club prior to applying. This membership is only an add-on (for a $25.00 fee, which is subject to change) to the Individual membership or Family membership. It does not give you another vote as you are only entitled to your one (1) vote under your Individual or Family membership. You will be given a free listing on the RCC website under Breeders as well as listed in the Rottweilers in Canada newsletter (if there is a newsletter). All Breeder members must sign and adhere to the Club's Code of Ethics;

f) Honorary – conferred by majority vote of the Board upon those who have rendered notable service to the Rottweiler Club of Canada. An honorary member shall be entitled to all of the privileges of membership except those voting and of holding office. If an honorary member chooses to pay dues, they may also maintain regular individual membership, as well and thereby are bound by the benefits of Individual membership;

$1.00 from all Individual/Puppy memberships/renewals and $2.00 from all Family/Associate memberships/renewals will be set aside in the Club's main bank account. These funds will be paid out to various charitable/research organizations that the Board directs. It is not necessary that this is done every year and all depends on the finances of the club for that fiscal year.

All membership dues shall be payable in CDN funds. No other currency will be accepted. The only method of payment to be accepted by Canadian Residents, is a cheque, money order, e-transfer or via pay pal. NO CASH! The only method of payment to be accepted by non-Canadian residents will be via a Canadian Money Order, a Canadian cheque, e-transfer or via pay pal and must be paid in Canadian Funds. We will not accept cheques written from US accounts. Payment received in a manner other than what is stated above, or in funds other than Canadian, your monies will be returned and your membership will not be accepted or reviewed until such time as payment is received by the Club in the currency stated.

The issuance of a NSF cheque by any member, or new applicant, shall constitute a $25.00 NSF fee being levied against the individual on top of their membership dues. The issuance of two NSF cheques, by a member or new applicant, may or will, constitute a refusal of membership into the Club.

3.4 Dues

a) Membership dues shall be payable by the 1st day of each year during the month of April;

b) Membership dues are due within 60 days of April 1st. Failure to provide your dues by that time shall constitute a lapse in membership and a new membership application must be submitted as per Sections 3.5 and 3.6. If an Executive or Board Member fails to provide their dues by this deadline, then that Executive or Board Member must resign or be removed from their current Board position until such time as they have reapplied for membership. The waiting period to be placed back into the Board position will be waived if the current Board is in full agreement to waive the said requirement;

c) During or 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

Any application for membership to the Rottweiler Club of Canada must represent loyalty to the interests of the Rottweiler Club of Canada. This accountability supersedes any loyalty such as that to advocacy or interest groups and membership on other Boards or in other Clubs, especially to Clubs that are not governed or sanctioned by the CKC/AKC.

If an individual is applying for membership with the Club (and has not yet been voted in), and that person violates a section of the Code of Ethics or Bylaws, their membership application will not be entertained and the said person is not allowed to reapply to the Club until two years have lapsed from the date of the violation being brought to the Club's attention.

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Code of Ethics, Bylaws of the Club, and the rules of the Canadian Kennel Club. The applicant shall read and sign the Code of Ethics which must accompany the application. The applicant shall also submit the dues payable for the current calendar year for the membership level they are applying for. The said dues, if provided after April 1st, SHALL NOT be pro- rated for the calendar year. Only full payment of the dues will be accepted no matter what time of the year a membership is approved or accepted.

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) The name of each new applicant shall be published in the subsequent edition of the Club newsletter following their membership application if the Club should have a newsletter to give to the membership. If the Club should not be able to publish a newsletter, then it shall not be mandatory to have the applicant published in the newsletter before approval may be finalized;

c) The name of each applicant shall be voted upon at any meeting of the Board of Directors either via email or telephone/video conference. Approval shall be a majority of vote of the Board Members responding. In the case of a vote via email, the vote shall be considered closed within one (1) week of the vote going before the Board for approval. In the case of a vote via telephone/video conference or in person, the vote shall be considered closed at the end of the motion to vote upon the new applicant;

d) Any individual approved for membership will not communicate any matter designated as Club business or confidential to non-members, and will abide by the confidentiality of such confidential information in perpetuity. Any member found to be guilty of violating this section, shall be subject to discipline by the Board.

3.7 Rejection of Membership

Any applicant which has been rejected must be provided with a reason for such rejection, in writing, either via email or by regular mail, within 30 days of the decision.

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. The member must be a member in good standing with the Club for a period of two (2) years before they can hold an Executive position and one (1) year for a Board position. To hold any position on the Executive or Board, the member must be a member in good standing with the Canadian Kennel Club. The member is allowed only one (1) vote;

b) Family – same as in a) above, except that each member of the family is entitled to one (1) vote;

~~c) Associate – shall enjoy the right to attend meetings and participate in discussion, but not the right to vote or hold office;~~ *removed as per standing resolution dated April 1, 2023*

d) Puppy – ~~same as in c) above~~; shall enjoy the right to attend meetings and participate in discussions, but not the right to vote or hold office; *changed as per standing resolution dated April 1, 2023*

e) Breeder – must be a member in good standing for one (1) year prior to applying. This membership is only an add-on (for a $25.00 fee, subject to change) to the Individual membership or Family membership. It does not give you another vote as you are only entitled to your one (1) vote under your Individual membership or Family membership. You will be given a free listing on the RCC website under Breeders as well as listed in the Rottweilers in Canada newsletter. All Breeder members must sign and adhere to the Club's Code of Ethics;

f) Honorary – same as in c) and d) above. Note: If an Honorary member chooses to pay dues, they may also maintain regular Individual membership, as well and thereby are bound by the benefits of Individual membership;

g) All members shall be given access to the following:

i. the Club newsletter "Rottweilers in Canada", via email. (The onus is on the member to ensure that they have a current email address on record with the Secretary.) The Club is not mandated to provide a newsletter;

ii. upon request, a copy of the minutes of the Board of Directors meeting, Annual General Meeting and any Special Club Meeting held – the said minutes must be requested in writing via email to the Secretary. If the Club has a newsletter then the said minutes described above will be published in the newsletter following the said meetings;

iii. a copy of the Code of Ethics and Bylaws of the Club;

iv. in the case of a Family membership, only one (1) copy of the above shall be sent.

3.9 Termination of Membership

a) By Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary and Membership Chair (the same may be made via email with an acknowledgement of the said email sent to the member resigning), but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the 1st day of April;

b) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 60 days after April 1st. The Board of Directors has the right to review, on an individual basis, cases of late renewals received after the 60 days from the 1st day of April. After which time a member would be required to reapply. In no case may a person whose membership has lapsed, be entitled to vote;

c) By Expulsion: A membership may be terminated by expulsion as provided in Section 9 of these bylaws.

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. Notice of the Annual General Meeting shall be emailed or mailed (mail will only be used if no email address exists for a member) by the Secretary to each member at least 30 days prior to the date of the meeting. The onus is on the member to ensure that they have a current email address on record with the Secretary. A notice of the Annual General Meeting will also be posted on the Rottweiler Club of Canada's website: www.rottclub.ca. and Facebook page (if the same exists). The quorum for the annual general meeting shall be 10% of the members ingood standing who are in attendance and shall include at least 3 members of the Board. In the absence of a quorum, the members present may adopt recommendations to be presented to the membership for decision by written ballot cast by email (via mail if no email address exists for those member(s)). Only members in good standing with the Club may attend the Annual General Meeting.

If for any reason, there is a pandemic or natural disaster that exists during the time of the Annual General Meeting, then the said meeting will be held via telephone/video conferencing in order to ensure the safety of all members who wish to attend the said meeting.

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 a written or email notice of such meeting at least 14 days and not more than 30 days prior to the date of the meeting. The onus is on the member to ensure that they have a current email address on record with the Secretary of the Club;

d) Such notice shall state the purpose of the meeting and no other Club business may be discussed during that meeting;

e) The quorum for such a meeting shall be 10% of the members in good standing who are in attendance and shall include 3 members of the Board.

If for any reason, there is a pandemic or natural disaster, that exists during the time of the Special Club Meeting, then the said meeting will be held via telephone/video conferencing in order to ensure the safety of all members who wish to attend the said meeting.

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 email notice of such meetings to the Board via the email group for the Board of Directors group at least 7 days prior to the date of the meeting. The Secretary will also ask the Board for any Agenda items/reports and will provide an Agenda to the Board prior to the meeting date;

b) The Board may direct at the close of one meeting, the date for the next meeting, 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 seven (7) days 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;

e) All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of "Roberts Rule of Order", unless this is in conflict with the requirements of the Code of Ethics and Bylaws for the Club or any applicable law, in which case the Code of Ethics and Bylaws or any applicable law shall take precedence.

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 Club Meeting, the quorum for such a meeting shall be 10% of the members in good standing in attendance and shall include 3 members of the Board. With respect to the Annual General Meeting being held under normal and reasonable circumstances, the quorum for the Annual General Meeting shall be 10% of the members in good standing in attendance and shall include at least 3 members of the Board. In the absence of a quorum, the members present may adopt recommendations to be presented to the membership for a decision by written ballot cast by email (via mail if no email address exists for a member). Only members in good standing with the Club may attend the Annual General Meeting;

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, members in good standing with the Club and the Canadian Kennel Club. Along with the Officers, the Board of Directors shall also consist of four (4) Regional Directors representing a minimum of four (4) of the six (6) regions across Canada, or as the Canadian Kennel Club shall allow and/or direct from time to time. A Regional Director may not be appointed or voted in unless they have been a member in good standing with the Club and the Canadian Kennel Club for a minimum of one (1) year. The Chairperson of any standing committee for the Club must, acting in an advisory capacity, be members 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, members in good standing with the Club and with the Canadian Kennel Club. No member of the Club may run for the position of an Officer with the Club unless they have been a member in good standing with the Club for a minimum of two (2) consecutive years.

a) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws;

b) The Vice-President shall have the 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.

Officers and Chairpersons of the Club must conduct themselves in all Club related business with the utmost of propriety. Officers and Chairpersons are steward of the breed and must, at all times, uphold the Bylaws and Code of Ethics of the Club.

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, ask the Past President to continue to sit with them in an advisory capacity. The Past President shall attend Board meetings, at the discretion of the Board, and participate in discussions; however, he/she shall not be allowed to make motions, nor vote and shall not be counted to determine if a quorum, if present at a meeting of the Board. The Past President may decline to serve in this capacity.

a) The Executive shall advise and assist the President in carrying out the policies of the Board of Director;

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.

All Club business is to only be discussed on conference/video calls or on the approved email group lists for the Club. No discussion of Board decisions are permitted to be made in private or public communications unless the Board has advised that the same may be published in the Club newsletter or Club Facebook page.

5.4 Regional Directors

a) The Board shall appoint a Regional Director to serve in that Region;

b) Any reallocation of area served by a Director shall be based upon membership numbers, location, general activity, an d/or the ability to service the membership in a more satisfactory manner;

c) Providing that the proposed changes have been published in "Rottweilers in Canada" (if the same still exists for the Club) 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. If there is no newsletter, then the same shall be done via email (or mail to those members without an email address on record with the Secretary of the Club) to all members. The onus is on the member to ensure that they have a current email address on record with the Secretary of the Club.

Additional responsibilities to be contained in any Standing Resolutions passed by the Board of the Club. Organization of the regions shall be discussed by the Board as needed.

5.5 Vacancies

Should a vacancy occur on the Board, or among the Officers during the year, the Board may appoint a member of the Club to fill the vacancy until the next Annual Election, by a majority vote of the remaining members of the Board. Any individual appointed to the position needing to be filled must meet the qualifications as set out in these Bylaws to fill the said position. A vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by the Board.

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;

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, one of which will be the current Treasurer and either an Officer (who is in good standing with the Club) who lives within the vicinity of the current Treasurer or a former Officer of the Club (who is in good standing with the Club) that also resides within the vicinity of the current Treasurer. This is done so as to minimize Officers from all across the Country to try and get to the Bank to set up signing authorities for the Club. If there are no Officers or former Officers with the Club that are in the same vicinity of the Treasurer, then the current Board will appoint the second signing officer. Any document requiring the endorsement of the Club shall be deemed to have been duly signed when it bears the recognized signatures of the two (2) signing authorities. The normal course for signing officers, should be the Treasurer and the President but the Club acknowledges that this may not be a practical option;

f) The Treasurer's books shall remain open to inspection by the Board at all times;

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. Voting is limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors, amendments to the Bylaws, Code of Ethics and the Standard for the Breed, which shall be decided by written ballot cast by email (or mail to those members without an existing email address on record with the Secretary). Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by email (or mail to those members without an existing email address on record with the Secretary). The onus is on the member to ensure that they have a current email address on record with the Secretary;

b) Matters arising from the floor at the Annual General Meeting shall not be subject to an absentee vote.

c) In the event of a postal disruption, quarantine situation or some other act of God, the meeting shall be held as scheduled and by the method stated in the notice, but the Board shall decide a reasonable extension to allow for delivery and return of mail/email ballots and shall announce the results of the voting accordingly.

d) Each member of the Board of Directors shall be entitled to one (1) vote at a General Board Meeting of the Board. If a Board member is unable to attend said meeting, he/she may deliver via email/mail their vote to the Secretary and/or the Board of Directors current email group, on or before the proposed meeting and his/her vote shall be counted as if he/she were present. If a matter arises at the said meeting, that requires the Board of Directors to vote on and most of the members of the Board of Directors are absent from the meeting, then an email will be sent to the Board of Directors current email group requesting a vote within a certain period of time and all votes must be in by that date and all outcome of votes will be final.

9. Elections

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.

9.1 Ballots

a) The election of Officers and Directors shall take place at the Annual General Meeting. The Officers and Directors 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 ballots mailed/emailed 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. Ballots may be scanned and sent via email to the Secretary of the Club with a conformation email being sent to such member that the said signed ballot has been received;

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 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 and the current person in that position will be asked if they wish to continue in that position;

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 the Club's newsletter "Rottweilers in Canada", if the same is being published (via email or otherwise) or will be posted on the website for the Club, the same shall 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) No person may be nominated for a position with the Executive or Board of Directors for the Club who also holds an officer position or a Board of Directors position with a non-CKC/AKC Rottweiler club;

c) Members are eligible to become an Officer upon at least two (2) years of continuous membership with the Club, and a Regional Director upon at least one (1) year of continuous membership of the Club. They must become a Canadian Kennel Club member, if they are not;

d) 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 within 30 days of the Annual General Meeting for that year;

e) Additional nomination of eligible members may be made by members of the Club in good standing and must be received by the Secretary within two weeks of the Annual General Meeting. 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, and must also meet all of the requirements to hold office within the Executive or Board of Directors for the Club;

f) If no valid additional nominations are received by the Secretary for the Club on or before the Annual General Meeting, the Board's slate shall be declared elected and no balloting will be required;

g) If one or more valid additional nominations are received by the Secretary for the Club within 2 weeks of the Annual General Meeting, an election will be held in accordance with Section 1 of this Article;

h) Nominations cannot be made at the Annual General Meeting or in any manner other than as provided above;

i) In the event that any of the above required time specifications occur on a weekend or a legal holiday, such requirements shall be deemed in compliance if it occurs on or before the next date that is not a weekend or a legal holiday.

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) If a member of the Board of Directors ceases to be a member in good standing of the Canadian Kennel Club and/or the Rottweiler Club of Canada, he/she shall immediately be removed from the Board. However, once the Board member returns to good standing, the Board Member could resume, if the Board decides, his/her position on the Board. The member will also be automatically removed if the member moves outside of Canada;

c) The Secretary shall keep a voting record of each Board Member. At the end of each quarter (June 30th, September 30th, December 31st and March 31st), the Secretary shall review the voting records for said quarter. Any Board Member who has failed to vote on at least 75% of all Board issues within said period, unless excused by a majority of the Board, shall be automatically removed from office;

d) The Secretary shall also keep a record of all meetings attended by each Board Member. Any Board Member who is absent for 2 meetings within a 12 month period, unless excused by a majority of the Board, shall be automatically removed from office. If the violating Board Member did provide a written report for the absent meetings they did not attend, then they will not be considered absent from the meeting;

e) Any Board Member who fails to provide a report two-thirds (2/3) of the time for meetings of the Club, or a governing body to which he/she is called, may be warned that his/her lack of attention to reports is unsatisfactory and if he/she persists in this conduct without further satisfactory explanation, he/she shall be removed from office by the remaining members of the Board;

f) A Board Member may also be removed from office for gross negligence. The Member whose removal has been proposed shall be informed of the reasons for this action by email with a confirmed receipt of delivery of email kept in the Club's records. The email will require the Board Member to respond within 15 calendar days from the date of notice to the Board Member prior to the vote for removal. Said Board Member shall be provided the opportunity to respond to the Board on the charges via email prior to the vote. The accused Board Member is not entitled to a vote. Removal from the office required the affirmative vote of the remaining members of the Board (Officers and Regional Directors);

g) Any vacancies caused by the removal of the Board Member shall be 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 shows (sieger shows (nationals or regionals), CKC shows (regionals, nationals, boosters), performance trials (draft dog, obedience, sprinter, nosework, IGP (or such further name change as the governing body elects), rally, tracking (field and urban), agility, herding and any other new performance event sanctioned by CKC), awards, membership, communication 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 Chairperson for each Committee. The Chairperson of said Committees shall select the remaining members of the Committee with the concurrence of the Board No Chairperson may be appointed if they are not a member in good standing with the Club or the Canadian Kennel Club. No Chairperson may be appointed if they are a member of a non-CKC/AKC Rottweiler Club with the exception of a non-CKC/AKC Rottweiler Club that has a mutual agreement with the Rottweiler Club of Canada and is in good standing at the time of appointment. If the mutual agreement should be broken, then that individual who is also a member of the non-CKC/AKC Rottweiler Club must step down immediately from their position with the Committee;

11. Discipline

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.

11.1 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 and Discipline

a) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or breed, or a violation of the Club Code of Ethics. Non-Members are not allowed to lay complaints against members of the Club. Written complaints containing details of the alleged misconduct must be filed, via email with the Secretary together with a deposit of $125.00 which shall be forfeited if such charges are not sustained by the Board. If the Board refuses to entertain jurisdiction or if the charges are sustained by the findings of the Board, the deposit will be returned to the member who made said deposit. The Board may also direct any complaint to the Board of Inquiry to investigate any complaint if the Board feels that the same requires investigation. Any recommendations by the Board of Inquiry will be presented to the Board for final verdict. Any Board member who is in any way involved on either side of the charges or is unable to make an impersonal evaluation, should inform the Secretary immediately and must recuse him/herself from all deliberations and voting in regard to this particular disciplinary proceeding;

b) The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct which would be prejudicial to the best interests of the Club or of the breed, or is a violation of the Rottweiler Club of Canada Code of Ethics or Bylaws. The Board must decide whether or not to entertain jurisdiction within 30 days of the receipt of the charges. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, or is not a violation of the Rottweiler Club of Canada Code of Ethics or Bylaws, it may refuse to entertain jurisdiction;

c) If the Board should decide that the said complaint should be heard by the Board of Inquiry, then the Secretary shall send via email to the Chair of the Board of Inquiry, the said complaint. The Secretary shall also send via email a copy of the said complaint to the accused member and shall also include a copy of the Bylaws Article 11.0 Discipline shall be included in the emailing to the accused member. The Chair will then discuss the complaint with its members of the Board of Inquiry. Once the same has been investigated and the Board of Inquiry has done their due diligence with respect to the complaint, their findings and recommendations will be presented to the Board for their final verdict. A decision shall be made not less than 3 weeks and no more than 6 weeks after the Board decides to entertain jurisdiction;

d) If the Board and the Board of Inquiry decide that a hearing must be held in order to discuss the complaint with all parties present (the said hearing may be conducted via web conference or telephone conference or via a meeting set up if all parties are in the same geographical area at a mutual meeting place). A Notice of Hearing will be sent to all parties involved and shall dictate the manner in which the hearing will be conducted (ie: telephone conference, computer conference call, face to face meeting etc.). The said date shall be made not less than 3 weeks and no more than 6 weeks after the Board decides a hearing must be conducted. If the accused member fails to attend the hearing at the appointed time as directed, the hearing

proceeds without him/her. However, if the member who made the complaint (complainant), unless excused by the Board, fails to attend at the appointed time as directed, the charges against the accused member will be dropped and the complainant will forfeit his/her deposit;

e) If the hearing is held by the Board, a minimum of five (5) Directors or 50% of the Board, whichever is the highest in number, must be present. In the event that a Board of Inquiry has been advised to deal with the charges and therefore the hearing, at least a majority of the appointed Board of Inquiry shall be present;

f) 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. The President may appoint another Board member if they are unable to uphold these duties presented before them.

"Board of Inquiry": individuals sitting on the Board of Inquiry shall be appointed by the Chairperson of the Disciplinary Committee. The individuals do not necessarily need to be members of the Club.

11.3 Hearing

a) The hearing shall be conducted either by the entire Board or by the Board of Inquiry. The Board shall have complete authority to decide whether counsel may attend the hearing, both complainant and accused member shall be treated uniformly in that regard. The complainant and the accused member shall be treated fairly and in accordance with the rules of natural justice;

b) If the hearing is conducted by the entire Board, the Board after hearing the testimony presented by the complaint and the accused member, shall decide if the charges are sustained. If the charges are sustained, the Board will determine the disciplinary action to be taken, as outlined in Section 11.4 of this Article;

c) If the hearing is conducted by a Board of Inquiry, then those members, after hearing all the testimony presented by the complainant and the accused member, shall decide by a majority vote to recommend to the Board that the charges be sustained. And if they so recommend, then again by a majority vote, the Board of Inquiry will determine the disciplinary action, as outlined in Section 11.4 of this article, to recommend to the Board. Immediately after the Board of Inquiry has reached a decision, a summary of its findings and recommendation shall be put in written form and filed with the Secretary. The Secretary, in turn, shall immediately notify each of the remaining Board members of the Board of Inquiry's findings and recommendations. Within 7 days of the hearing, the entire Board will consider the Board of Inquiry's recommendations. The Board may decline to impose any disciplinary action or it can reduce the action; but it cannot increase the disciplinary action recommended by the Board of Inquiry. The Board cannot impose any disciplinary action if the Board of Inquiry has found the accused not guilty;

d) All decisions by the Board regarding the disciplinary process will be made on a majority vote of a quorum of the Board;

e) Within 30 days of the Board's final decision, the Secretary shall notify each of the parties of the decision and disciplinary action, if any. The Secretary's account of the findings and any disciplinary action will be published in the Club's next newsletter or posted on the website of the Club;

f) All testimony, discussions and written materials relating to the hearing and charges will be held in strictest confidence by the Board, as well as by all involved parties, including witnesses. Any party violating this confidence shall be subject to immediate disciplinary action without a hearing or the right to appeal.

11.4 Disciplinary Action

There are three levels of disciplinary action that may be taken:

a) Letter of Reprimand: A letter of reprimand will be sent to the accused member. No member may receive more than one (1) letter of reprimand within a 12 month period without incurring further disciplinary action.

b) Suspension: The accused member will be suspended from all privileges of the Club for not more than 6 months from the date of the hearing;

c) Expulsion: If suspension as punishment is deemed insufficient, expulsion of the accused member from the Club may be recommended to the Board. If expulsion is to be recommended, the accused member will be notified by email or registered letter.

Any member who is suspended from all privileges of the Canadian Kennel Club shall be automatically suspended from the privileges of the Club for a like period. Club dues are forfeited and the right to an appeal or hearing is forfeited

If an individual is applying for membership with the Club (and has not yet been voted in), and that person violates a section of the Code of Ethics or Bylaws, their membership application will not be entertained, and the said person is not allowed to reapply to the Club until two years have lapsed from the date of the violation being brought to the Club's attention.

If an individual/family/associate has been a member in good standing with the Club and has been found to violate the Code of Ethics or Bylaws for a repeated offence of or for a similar offence, then that individual/family/associate member will be expelled from the Club and will not be allowed to reapply for membership.

Grounds for Immediate Expulsion without a Hearing:

Any member who is found to have amputated their dog's tail(s) past the set date as set out in our club's code of ethics- without just medical reason(s) to do so, then that member will automatically be expelled from the club with no hearing or appeal allowed.

11.5 Self-reporting of a Code of Ethics Violation

If a member in good standing with the Club, self-reports a violation of the Club's Code of Ethics, there shall be no $125.00 deposit required. A quorum of the Board will consider the violation, and then, by a majority vote, decide if any disciplinary action should be taken, and if so, which of the 3 levels as outlined in Section 11.4 shall be imposed.

The member will be notified of the decision of the Board within 3 weeks of the self-report.

11.6 Board Investigation of Code of Ethics/Bylaws Violations

If a Board member is made aware of a member or an individual/family/associate/puppy/breeder/honorary member's violation of the Code of Ethics/Bylaws, then no deposit of $125.00 is required. The Board will investigate this violation. A quorum of the Board will consider the violation and then by a majority vote decide if any disciplinary action should be taken, and if so, which of the 3 levels as outlined in Section 11.4 shall be imposed. The parties involved will be notified within 3 weeks of the discovered violation, of the decision of the Board.

11.7 Appeal Process

I. Any person subject to any decision arising out of a complaint filed through the Club's disciplinary process may file an appeal.

a. An appeal must be filed in writing and forwarded to the Secretary of the club.
b. The Secretary will notify the respondent of the appeal and the procedures within thirty (30) days of receipt of the appeal.
c. Both the appellant and respondent will be provided with a date and time of hearing of the appeal a minimum of thirty (30) days before the appeal will be heard/considered.
d. Both the appellant and respondent shall have the right to attend the hearing.
e. An appeal hearing must not be a retrial but rather a hearing to determine whether or not, there is just cause to overturn the finding of the decision-making committee.

f. Arguments presented by the parties to the complaint during the appeal process should, therefore, be limited to this aspect.
g. The Secretary shall inform both the appellant and respondent of any decision in writing within thirty (30) days of the hearing.

II. Hearing
a. The procedures for the hearing and the order in which the appeal will be heard are:
i. Call to Order
ii. Chair Opening Remarks
iii. Appellant
iv. Respondent
v. Questions
vi. Deliberations.

12. Both the appellant and respondent shall be treated fairly and without prejudice.Amendments

12.1 Proposal to Amendments

a) Amendments to the Code of Ethics, 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. However, once the process has begun by either method, one action cannot supersede the other;

b) Any proposed amendments received by petition cannot be changed by the Board of Directors at any time in the process. However, the Board of Directors may add proposed amendments to different sections other than those received in the petition. Also, amendments proposed by the Board of Directors may be further amended by the Board during the process as they initiated the action;

c) Amendments proposed by the Board of Directors, will follow the same procedure;

d) The Board of Directors shall be empowered to appoint a member to correct any misspellings, punctuation, clerical and other grammatical errors in the Code of Ethics and Bylaws that do not affect the substance of the document without the necessity of submitting such corrections through the amendment process.

12.2 Amendment by Vote

The Code of Ethics, 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. The onus is on the member to ensure that they have a current email address on record with the Secretary of the Club.

- 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. However, these amendments may only be proposed as long as the CKC moratorium on changes to our Standard is not in effect.

- Amendments to the Code of Ethics and Bylaws require a two-thirds (2/3) majority vote of the ballots received from the general membership

Once proposed amendments have been submitted to CKC, the CKC procedure for amendments to Breed Standards and/or Bylaws will govern the rest of the process.

NO PROXY VOTES WILL BE ACCEPTED

12.3 Canadian Kennel Club Approval

Amendments to the Code of Ethics, Bylaws or breed standard will be forwarded to the Canadian Kennel Club within thirty (30) days of being passed. No amendment to the Code of Ethics, Bylaws 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 given to a charitable organization, or various charitable organizations for the benefit of Rottweilers selected by the BoardofDirectors.Order of Business

13.1 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

13.2 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

14. Procedure

14.1 Standing Resolutions

a) All resolutions affecting the permanent policy, functioning and activities of the Club and which are not part of the Bylaws and Code of Ethics 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 Standing Resolutions;

c) Standing Resolutions must be signed by the President and date;

d) Standing Resolutions must be kept in a separate file in the current email group for the Board of Directors and be easily accessed when needed. In addition to the email group (and if no email group exists) the said Standing Resolutions should be kept by the Secretary of the Club.

14.2 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.