

CONSTITUTION

ARTICLE I

SECTION 1.

The name of the club shall be:

ROCKY MOUNTAIN VIZSLA CLUB, INC.

SECTION 2.

The objectives of the club shall be; (a) to encourage quality in the breeding of pure bred Vizslas and to do all possible to bring their natural qualities to perfection. (b) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Vizslas shall be judged. (c) to do all in its power to protect and encourage high standards and sportsmanlike competition in breeding, training, showing of Vizslas at dog shows, obedience trials, rally trials, field trials, hunting tests, agility trials, tracking tests and other events sanctioned by the American Kennel Club. (d) to conduct sanctioned and licensed specialty shows, obedience trials, rally trials, agility trials, hunt tests, tracking tests and field trials under the rules and regulations of the American Kennel Club. (e) to educate the public and encourage the positive aspects of Vizsla companionship. (f) to promote and support Vizsla rescue.

SECTION 3.

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, donations or other income to the club shall inure to the benefit of any member or individual.

SECTION 4.

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

BYLAWS

ARTICLE I

Membership

SECTION 1.

Eligibility. There shall be 4 classes of membership, Regular (voting), Associate (nonvoting), Household (2 votes), and Youth (nonvoting, under 18 years of age), open to all persons eighteen years of age and older who are in good standing with the American Kennel Club, Vizsla Club of America and who subscribe to the purposes of this Club. Only Regular and Household members are eligible to hold office and vote.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the members in its immediate area.

SECTION 2.

Dues. Membership dues shall be established by the Board of Directors and such dues shall not exceed \$50.00 per year. Associate members dues will be less than Regular membership. Youth membership will be no charge. Dues are payable on or before the first day of January of each year. No regular or household member may vote whose dues are not paid for the current year. The Treasurer shall send to each member a statement of his dues for the ensuing year. If dues are to be changed for the ensuing year, the Board of Directors must establish the new dues structure no later than the October Board meeting.

SECTION 3.

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 agree to abide by the constitution and bylaws, the rules of the American Kennel Club and the Code of Ethics of the Vizsla Club of America. The application shall state the name, address and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the secretary and each application is to be read at the first Club meeting following its receipt. At the next Club meeting the application will be voted upon, by secret ballot. And affirmative votes of 2/3 of the Regular/Household members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection. All applicants for all memberships must be sponsored by a Regular/Household member in good standing.

SECTION 4.

Termination of Membership. Memberships may be terminated: (a) By resignation. Any member in good standing may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred in the first day of each fiscal year. (b) By lapsing. A member will be considered as lapsed and automatically terminated if such a member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Meetings and Voting

SECTION 1.

General Club Meetings. Meetings of the club shall be held within the greater Denver area every month at such day, hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary or included in the newsletter at least ten days prior to the date of the meeting. If the meeting notice is provided to club members in the newsletter, the meeting information must be clearly indicated on the front page of the newsletter. The quorum for such meetings shall be twenty percent (20%) of the Regular and Household members in good standing. Associate and Youth members do not count in determining a quorum and do not have a vote.

SECTION 2.

Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition of five (5) Regular/Household members of the Club who are in good standing. Such special meetings shall be held within the greater Denver area at such place, date, and hour as may be designated by the person or persons authored herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the Regular/Household members in good standing. Associate and youth members do not count in determining a quorum and do not have a vote.

SECTION 3.

Board Meetings. Meetings of the Board of Directors shall be held within the greater Denver area a minimum of six (6) times per year at such a date, place, and hour as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary to members of the Board at least five (5) days and not more than ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. The Board shall meet at least quarterly.

SECTION 4.

Special Board Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon receipt of written request signed by at least three (3) members of the Board. Such meetings shall be held within the greater Denver area at such a place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed to the Board members by the Secretary at least five (5) days and not more than (10) days prior to the date of the meeting. Any such notice shall state the purpose

of the meeting and no other Club business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5.

Voting. Each Regular/Household member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club for which he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers.

SECTION 1.

Board of Directors. The board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, and three Directors, all of whom shall be members in good standing, and all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2.

Officers. The officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve their respective capacities both with regard to the Club and its meetings and the board and its meetings. (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 bylaws. (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as prescribed by these bylaws. (d) The Treasurer shall collect and receive all moneys due or belonging to this Club. He or She shall deposit the same in a bank designated by the Board, in the name of the club. His or her books shall be at all times open to inspection of the Board and he or she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he or she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. (e) The office of Secretary and Treasurer may be the same person in which case the Board shall be comprised of the officers and four (4) other persons.

SECTION 3.

Vacancies. Any vacancies occurring in the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that 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 appointed by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1.

Club Year. The Club's fiscal year shall begin on the first day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2.

Annual Meeting. The annual meeting shall be held in the month of December at which officers and directors for the ensuing year shall be elected by secret, written ballot form among those nominated in accordance with Section 3 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3.

Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, each of whom must be a Regular/Household member and not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman of the Committee and it shall be his or her duty to call a committee meeting which shall be held on or before October first. (a) the Committee's deliberations shall be confidential. The Committee shall nominate one candidate for each office and candidates for the other positions on the board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. (b) upon receipt of the Nominating Committee's report, the Secretary shall, before October 31st, but at least fourteen (14) days prior to the date of the November meeting, notify each Regular/Household member in writing of the candidates so nominated. (c) additional nominations may be made at the November meeting by a Regular/Household member in attendance provided that the person so nominated is a Regular/Household member and accepts when his name is proposed, and provided further that if the proposed

candidate is not in attendance at this meeting, his or her nominator shall present to the Secretary a written statement from the proposed candidate specifying his or her willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those Regular/Household members who have not accepted a nomination of the Nominating Committee. (d) nominations cannot be made in any other manner than as provided in this section.

ARTICLE V

Committees

SECTION 1.

Appointments. The board may each year appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, field trials, hunt tests, agility 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. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2.

Terminations. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1.

American Kennel Club/ Vizsla Club of America Suspension. Any member who is suspended from the privileges of the American Kennel Club and/or the Vizsla Club of America automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2.

Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider

whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he or she wishes.

SECTION 3.

Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing testimony and evidence presented by the complainant and defendant, the Board may, by majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4.

Expulsion. Expulsion of a member of the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation. The defendant shall have the privilege of appearing on his or her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of Regular/Household members present and voting at the meeting shall be necessary for expulsion. If the expulsion is not voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1.

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or written petition addressed to the Secretary and signed by twenty percent (20%) of the Regular/Household membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition is received by the Secretary.

SECTION 2.

The Constitution and Bylaws may be amended by -2/3 majority vote of the Regular/Household members present and voting at any regular or special meeting called for the purpose provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least fourteen (14) days prior to the date of the meeting. Proposed amendments to the Constitution and Bylaws must be voted on by secret written ballot.

ARTICLE VIII

Dissolution

SECTION 1.

The Club may be dissolved at any time by written consent of not less than 2/3 of its Regular/Household members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor its proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a Nonprofit Corporation for the benefit of dogs as selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION 1.

At meetings of the Club, order of business, so far as the character and nature of the meeting may permit, shall be as follows: Roll Call (to determine quorum), Introduction of guests, Minutes of the last meeting, Report of the President, Report of the Secretary, Report of the Treasurer, Reports of Standing Committees, Election of Officers and

Board (at annual meetings), Election of new members, Unfinished business, New business, Adjournment.

SECTION 2.

At meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, shall be as follows: Minutes of the last meeting, Report of the Secretary, Report of the Treasurer, Report of the Standing Committees, Unfinished business, New business, Adjournment.

ARTICLE X

Procedure

SECTION 1.

The rules contained on the current edition of Robert's Rules of Order, Newly Revised may govern the Club in cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.