

**CONSTITUTION AND BY-LAWS SOUTHERN STATES MASTIFF FANCIERS
EFFECTIVE JANUARY, 2004**

CONSTITUTION

ARTICLE 1. Name and Objects.

SECTION 1. The name of the Club shall be Southern States Mastiff Fanciers.

SECTION 2. The objects of the Club shall be:

- a. To encourage selective breeding of quality purebred Mastiffs and to do all possible to bring their natural qualities to fit the standard.
- 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 Mastiffs shall be judged.
- c. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience matches.
- d. To conduct matches, obedience trials, and regional supported shows under the rules of the American Kennel Club and under the auspices of the Mastiff Club of America.
- e. To provide continuing education geared to both the novice and the experienced Mastiff owner.
- f. To publish a Newsletter/Journal for the exchange of news, views and helpful information among its members.
- g. To support the Mastiff Club of America's national rescue efforts.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by -laws as may be required to carry out these objects.

BY-LAWS

ARTICLE 1. Membership

SECTION 1. Eligibility: There shall be three classes of membership, associate, active, and honorary. Active and associate memberships shall be open to all persons eighteen years or older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Code of Ethics of the Club. Active membership shall pay dues and shall have full voting and office holding privileges in the Club. Associate members shall pay dues and have voting privileges but shall not have office holding privileges.

Honorary membership may be bestowed upon members or other persons who have a long record of service to the breed an/or the Club. The recipient of this membership shall pay no dues, nor shall they have voting or office holding privileges in the Club. Should an active member be chosen to receive an honorary membership, they may, of course, refuse the honorary membership and remain an active member in good standing if they so desire. The person so designated or so nominated must be approved at the annual meeting. Nominations may be made by the Board of Directors or may be made at the annual meeting by the membership.

SECTION 2. Dues. Membership dues shall be set by a majority vote of the Board of Directors. The current dues have been set at \$10.00 per year/ \$15.00 per family to remain in effect until such time as an increase is deemed necessary by the Board of Directors. Dues are payable on or before the 15th day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3. Election to membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-laws, the Code of Ethics and the rules of the American Kennel Club.

The application shall state the name, address and occupation of the applicant. The applicant will be applying for Associate Membership. New applications will be published in the Newsletter and if anyone objects to an applicant, the applicant will have to be voted upon by the Board of Directors. After one year, an associate member will become an active member if no objections are received. Objections to an application must be in writing to the Board of Directors and shall state the objections and reasons for these objections, then the Board of Directors will have the final say on membership.

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 on the first day of each fiscal year.

b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 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 By-law Article VI.

ARTICLE II MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held in conjunction with the Club's supported entry at a place, date and time designated by the Board of Directors. Notice of the annual meeting shall be published in the Club's newsletter at least thirty (30) days prior to date of the meeting. The quorum shall be 10% of the members in good standing.

SECTION 2. Special club meetings. Special club meetings may be called by the President or by a majority of the members of the Board who are present at a meeting of the Board or who vote by mail or e-mail, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members in good standing. Such meeting shall be held at place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board shall be immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board voting in person, by mail or by e-mail.

SECTION 4. The Board of Directors may conduct its business by mail through the Secretary or by telephone conference call or by e-mail.

ARTICLE III DIRECTORS AND OFFICERS.

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice-president, Secretary, Treasurer and five other persons, all of whom shall be members in good standing who are residents of the United States. The four officers shall be elected for one year terms, and the other persons for a two year term 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.

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 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 votes taken by mail, and of all matters of which a record shall be ordered by the Club. He 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 duties as are prescribed in these by-laws.

d. The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall at all times be open to the inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported, and at the Annual Meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded when the funds reach an extent at which the Treasurer would be more comfortable being bonded. At that time he shall make the request and the Board of Directors will determine the amount.

e. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall comprise the officers and six other persons (9) total.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the

then members of the Board, except that a vacancy in the office of President shall be filled automatically by the Vice-president, and the resulting vacancy in the office of Vice-president shall be filled by the Board.

ARTICLE IV THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION 1. Club Year. The Club's fiscal year and official year shall begin on the first day of January and end on the 31st day of December. The elected officers and directors shall take office on January 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting except for the annual election of Officers and Directors and amendments to the Constitution and By-laws and the Code of Ethics which shall be decided by written ballot cast by mail. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. Annual Election. At the annual meeting for the election of Officers, Directors, and the vote shall be conducted by ballot. Ballots, to be valid, must be received by the Secretary no later than the night before the Annual meeting. Ballots shall be counted the evening prior to the meeting by three (3) inspectors of election who are members in good standing of the Club, and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the Board of Directors prior to counting of the ballots. The results of the ballot count will be announced in the Report of Election at the annual meeting. Any member of the Club in good standing is free to observe the ballot count if he or she wishes to do so as long as the ballot count is not impeded or disturbed. By way of verification of the ballot count, the original ballots will be retained for a thirty-day period subsequent to the annual meeting, after which time they may be disposed of. If there are additional nominations for any of the four(4) offices, the inspectors of election shall first count the votes for President, Vice-president, Secretary, Treasurer in that order. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, 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 Article III, Section. 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A nominating committee shall be chosen by the Board of Directors at the annual meeting. The committee shall consist of three members in good standing of which no more than one shall be a member of the current Board of Directors. The Board shall name a chairman for the committee. The nominating committee may conduct its business by mail, telephone or Internet.

a. The nominating committee shall nominate from among the eligible members of the Club, one candidate for a two year term for each of the four offices and one candidate

for a two year term to fill each of the positions of Director. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary who shall mail the list including the full name of each candidate with a brief biographical statement and the name of the state in which he resides to each member of the club 90 days prior to annual meetings so that additional nominations may be made by the members if they so desire. All nominees for officers and directors must agree to attend the annual meeting except under extraordinary circumstances.

b. Additional nominations of eligible members may be made by written petition addressed to the secretary and received at his regular address no less than 60 days prior to the annual meeting. Additional nominations shall be signed by five members and accompanied by the written acceptance and a brief biographical statement of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position. The additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the nominating committee.

c. If no valid nominations are received by the Secretary no less than 60 days prior to the annual meeting, the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no balloting will be required.

d. If one or more valid additional nominations are received by the Secretary at least 50 days prior to the annual meeting, he shall mail to each member in good standing a ballot listing all of the nominees including the biographical statement in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the secretary marked "ballot" and bearing the name of the member to whom it was sent. So that the ballot may remain secret, each voter after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelope and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting.

ARTICLE V COMMITTEES.

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may be well 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. Any committee appointed 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 service has been terminated.

ARTICLE VI DISCIPLINE

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for alike 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 or a Committee 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed, 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 or a Committee of not less than three members of the Board, not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of a hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next Annual Meeting if that will occur after six months. And, if it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the recommendation of the Board or committee. 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, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the club may be accomplished only at the Annual meeting of the Club following a hearing and upon the recommendation of the Board or committee as provided in section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on his own behalf. The meeting will then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and

voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

SECTION 5. Associate members do not have an appeal process.

ARTICLE VII AMENDMENTS

SECTION 1. Amendments to the constitution and by-laws and to the code of ethics may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws and the code of ethics 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 may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty days after the date of mailing by which date the ballots must be returned to the secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect such amendment.

SECTION 3. No amendment to the constitution and by-laws of the code of ethics that is adopted by the Club shall be effective until it is approved by the Board of Directors of the Mastiff Club of America.

ARTICLE VIII DISSOLUTION.

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

ARTICLE IV. ORDER OF BUSINESS.

SECTION 1. Order of Business. 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 the last meeting

Report of the President,

Report of the Secretary

Report of the Treasurer

Report of the Committees
Report of Election of Officers and Board (at Annual Meeting only)
Election of new members
Unfinished business
New business
Adjournment

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

Report of minutes of last meeting
Report of Secretary
Report of Treasurer
Report of Committees
Election of new members
Unfinished business
New business
Adjournment