

CONSTITUTION

ARTICLE I

Name and Objects

Section 1. The name of the Club shall be AMERICAN TIBETAN MASTIFF ASSOCIATION.

Section 2. The objects of the Club shall be:

(a) to encourage and promote quality in the breeding and welfare of pure-bred Tibetan Mastiffs and to do all possible to bring their natural qualities to perfection;

(b) to encourage the organization of independent local specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;

(c) 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 Tibetan Mastiffs shall be judged;

(d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials and companion events;

(e) to conduct sanctioned matches, specialty shows, obedience trials and companion events under the Rules and Regulations of The American Kennel Club.

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 bylaws, as may be required to carry out these objects.

BYLAWS

ARTICLE I

Membership

Section 1. Eligibility. There shall be four (4) types of memberships, open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club, as well as a junior membership, open to all persons under 18 years of age.

(a) **Regular Membership**, open to all persons eighteen years and older who are and remain in good standing with the American Kennel Club, who are interested in the breed, and who subscribe to the purposes of the Club. This type of membership pays full dues and offers all Club benefits and participation. Regular members may vote and hold office.

(b) **Household Membership**, for two persons otherwise qualifying for Regular Membership, residing at the same address. This type of membership pays full dues and offers all Club benefits and participation. Both members of a Household Membership may vote and hold office.

(c) **International Membership**, open to all persons eighteen years and older residing outside of the U.S., who are interested in the breed and subscribe to the purposes of the Club. This type of membership pays full dues and offers all Club benefits and participation. Notwithstanding the foregoing, however, International Members may not vote (with the exception of those International Members who were members in good standing as of the date that these By-Laws were adopted by the membership in accordance with Article VII hereof), and no International Member may hold office.

(d) **Honorary Membership**, the Board of Directors may confer an Honorary membership in the Club on any person for meritorious action benefitting the Tibetan Mastiff breed. Such honorary membership shall be entitled to all privileges of the Club but they shall have no voice or vote in the affairs or management thereof and will not pay dues. Honorary members shall be elected by an affirmative vote of 2/3 of the Directors present at a meeting of the Board or by 2/3 of the entire Board voting by mail.

(e) **Junior Membership**, open to all persons under eighteen years of age who are interested in the breed and subscribe to the purposes of the Club. Reduced fees and dues are provided for this type of membership, which offers all Club benefits and participation except that Junior Members may not vote or hold office.

Section 2. Dues. Membership dues shall not exceed \$100 per year, payable on or before the 1st 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 as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant, together with such other information as may be required by the Board of Directors, and it shall carry the endorsement of two members in good standing, from different households. No member may act as endorser for more than five (5) applicants in any calendar year. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An applicant who has not received the constitutionally mandated affirmative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

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. Obligations other than dues 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 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 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 bylaws.

ARTICLE II

Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held in the months of March, April or May in conjunction with the Club's specialty show if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting 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 vote of the members of the Board who are present at a meeting of the Board or who vote by mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such a meeting shall be held at such 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 held immediately following such Board taking office. 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 a Board meeting shall be a majority of the Board.

Section 4. Board Business. The Board of Directors may also conduct business by telephone conference call, mail, fax, provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call must be confirmed in writing within seven days.

ARTICLE III

Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the officers and five (5) other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two-year terms 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. Election of officers shall take place in odd years. Election of two (2) Directors shall take place in even years. Election of three (3) Directors shall take place in odd years.

Section 2. Officers. The Club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in 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 votes taken by mail, and of all matters of which a record shall be ordered by the Club; 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 are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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) AKC Delegate. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

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 and official year shall begin on the 1st day of January and end on the last day of December.

The elected officers and directors shall take office on the first day of January following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office on or before January 15. Any officer who resigns or is removed shall turn over to his successor in office all properties and records relating to that office within fifteen (15) days of such resignation or removal.

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 (delegate) and directors and amendments to the constitution and bylaws (and the standard for the breed), which shall be decided by written secret ballot cast by mail. Voting by proxy shall not be

permitted. The Board of Directors may decide to submit other specific questions at any time for decision of the members by written ballot cast by mail.

Section 3. Annual Election. The election of officers and directors (and delegate to The American Kennel Club, who may but need not be a director or officer of the Club) shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary (or an independent professional firm designated by the Board) by December 1. Ballots shall be counted by three inspectors of the election who are members in good standing and neither members of the current Board nor candidates on the ballot (provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting).

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the election, 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 bylaws. A Nominating Committee shall be chosen by the Board of Directors before August 15th. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may 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.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each officer and for each position on the Board of Directors (and for the delegate to The American Kennel Club) and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. In order to qualify to be a candidate as an Officer or Director, the person must be a member in good standing for at least two (2) years. The committee shall then 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 state in which he resides, to each member of the Club on or before September 15th so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before October 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Except for the position of delegate, no person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before October 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are post-marked on or before October 15th, the Secretary (or an independent professional firm designated by the Board) shall, on or before November 1, mail to each member in good standing a ballot listing all of the nominees for each position 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 (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced no later than December 15.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

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, performance events, 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. 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 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 a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, 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 interests of the Club or the breed. 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, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction for 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 nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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 wishes.

Section 3. Board Hearing. The Board or Board committee 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 all the evidence and testimony presented by complainant and defendant, the Board or Board committee may by a majority vote of those present reprimand or 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 the Board deems that 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 Board committee. Immediately after the Board or Board committee has reached a decision, its finding 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 Board 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 in his own behalf. The meeting shall then vote by secret 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.

ARTICLE VII

Amendments

Section 1. Amendments to the constitution and bylaws (and to the standard for the breed) may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 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 bylaws (or the standard for the breed) 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 a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(d) 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 postmarked, 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 any such amendment.

Section 3. No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

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, other than for 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 for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

Order of Business

Section 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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Reading of minute of last meeting

Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
Election of new members
New business
Adjournment

ARTICLE X

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, New Revised, shall govern the Club in all 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.