GERMAN SHEPHERD DOG CLUB OF ST. LOUIS
CONSTITUTION AND BY-LAWS
REVISION DATE 8/19/25
ADOPTED: 9/16/25

Article 1 – Name and Objects

Section 1. The name of the Club shall be "The German Shepherd Dog Club of St. Louis."

Section 2. The objects of the Club shall be:

a) To encourage and promote quality in the breeding of purebred German Shepherd Dogs and to urge all 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 German Shepherd Dogs shall be judged.

b) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike conduct when representing our breed.

c) To aid with every means in demonstrating the versatility of the German Shepherd Dog.

d) To conduct shows, obedience trials, and any other events for which the Club is eligible under the rules and regulations of the American Kennel Club.

e) To publish literature and periodicals in the interest of the German Shepherd Dog.

Section 3. The Club shall not be conducted or operated for a profit.

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

Article II – Membership

Section 1. Types of Membership

There are five types of Membership: Regular, Household, Lifetime, Associate and Junior. Regular, Household and Lifetime members are entitled to vote and hold office.

a) Regular – A member of the Club who has met all the requirements of eligibility, who has previously been elected to membership, has been a continuous member since election to membership, and must be in good standing with the American Kennel Club. A regular member shall have all rights and full voting privileges of the Club providing the regular member is a member in good standing.

b) Household (family) – Same as a regular member. Each family member over the age of eighteen, who is in good standing, is entitled to (1) vote.

c) Lifetime - Upon nomination by any member and approved by majority of the vote of the Board of Governors. A member must have diligently promoted the breed and the German Shepherd Dog Club of St. Louis and have at least twenty consecutive years of membership to be considered for a lifetime member. A lifetime member shall have all the rights and privileges of regular membership but is not required to pay dues.

d) Associate - Associate members shall have all the rights and privileges of regular membership except they shall not vote or hold office and shall not be counted toward quorum calculations.

e) Junior - A junior membership may be offered for those individuals between 9 and 17 years of age. Dues shall be waived. They cannot vote or hold office and may automatically convert to regular membership upon reaching their 18th birthday. They will be subject to membership dues on the following 1st of January after reaching their 18th birthday.

Section 2. Dues

Membership dues for associate membership shall not exceed $15 per year. Single membership shall not exceed $30 per year. Household membership shall not exceed $50 per year. Dues are payable on or before January 1. No member may vote whose dues are not paid by January 1 of the current voting year. The Treasurer is to send each member a statement of dues for the ensuing year before December 1.

Section 3. Election to Membership

a) All applications for membership must be in writing on the form provided and must be accompanied by dues in advance for the first year or part year. All dues and application fees shall be reviewed as deemed necessary by the Board of Governors.

b) All applications for membership along with each applicant's legal signature must be submitted in person to the Recording Secretary at the regular monthly meeting. Two non-related members in good standing must sponsor each application. Each application is to be read aloud at the first meeting of the Club following its receipt. At the next Club meeting, the application will be read aloud and voted upon. Affirmative votes of two-thirds of the members present at that meeting shall be required to elect the applicant. Voting will be by secret ballot.

c) The Recording Secretary shall notify each new member of his or her acceptance to membership within ten (10) days of such acceptance. Each new member shall receive, a copy of the Constitution and By-Laws and shall include copies of the Standard of the German Shepherd Dog and the Club's Breeders Code.

Section 4. Termination of Membership

Membership may be terminated:

a) By resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

b) By lapsing. Membership will be considered as lapsed and automatically terminate if such member's dues remain unpaid after January 31. However, the Board may grant an additional grace period 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. Membership may be terminated by expulsion as provided in Article VII of these by-laws.

Section 5. Member in Good Standing

A member in good standing is one whose dues are not delinquent and is not suspended by the American Kennel Club, German Shepherd Dog Club of St. Louis, or the German Shepherd Dog Club of America.

Article III – Meetings and Voting

Section 1. Club Meetings

Meetings of the Club shall be held at least six times a year. Written notice of each such meeting shall be mailed or delivered via electronic means by the Recording Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing. Members may attend meetings remotely by use of electronic, digital, or telephonic devices. Such attendance shall be considered in the same manner as physical attendance for quorum calculations.

Section 2. Board Meetings

a) Meetings of the Board of Governors shall be held at least six (6) times. Board meetings may be held in person or via electronic means.

b) At all meetings of the Board of Governors, the majority of the Governors in office must be present to constitute a quorum.

Section 3. Special Board Meetings

a) Special Board meetings may be requested by the President; and shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the Greater St. Louis area at such place, date and hour as may be designated by the person authorized herein to call such meeting.

b) Notice of such meeting shall be delivered by mail or via electronic means by the Recording Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Governors. Any such notice shall state the purpose of the meeting, and no other business shall be transacted.

Section 4. Voting

a) Proxy voting will not be permitted at any Club meeting or election.

b) Each member of good standing shall be entitled to one vote on each issue at any meeting of the Club in which he/she is in attendance.

c) No absentee voting will be allowed under any circumstance.

d) Only in person voting will be allowed if secret ballot is required.

Article IV – Governors and Officers

Section 1. Board of Governors

a) The government of this Club shall be vested in a Board of Governors consisting of three ~~s~~elected Governors, and the President, Vice-President, Recording Secretary, Treasurer, Corresponding Secretary, and the immediate Past President who has served his/her full term. (In the event that a President succeeds himself/herself, there will be no Past President on the Board).

b) General management of the Club's affairs shall be entrusted to the Board of Governors. Funds of the Club shall be withdrawn from the bank or banks with which they are on deposit by the signature of the Treasurer or any other person or persons authorized by the Board of Governors.

c) Board members must notify the President or the Recording Secretary if unable to attend a Board meeting. No Officer or Governor who has had more than two unexcused absences without just cause during his or her current term of office shall be eligible for election to a successive term.

d) The term of each office will be a two-year term.

Section 2. Duties of Officers

a) The President, as Chief Executive Officer of the Club, shall preside at all meetings of the Board of Governors and of the members of the Club, and shall perform all other duties customary and incidental to the office in addition to those particularly specified in these bylaws. At each Annual Meeting of the members, he/she shall present a report on the condition of the Club. The President holds exclusive authority to sign all contracts upon approval of the Board.

b) The Vice-President shall be an executive assistant to the President and shall, in the absence or disability of the President, perform all the duties and powers of the President in case of the President's death, absence or incapacitation.

c) The Recording Secretary shall be responsible for the following:

1) Notice of all regular and special meetings given to the membership at least ten (10) days prior to the date of the meeting. The Recording Secretary shall keep a permanent record of the minutes and attendance of such meetings.

2) The Recording Secretary will notify all new members of their acceptance to the Club within ten days thereof.

3) A list of all members in good standing shall be compiled by the Recording Secretary and made available to the membership prior to the January meeting.

d) The Treasurer shall be bonded in such amounts as the Board of Governors shall determine. The Treasurer shall be responsible for the following:

1) Send notices of dues payable to membership before December 1st each year and be responsible for the collection thereof.

2) Disburse funds necessary to meet the lawful obligations of the Club.

3) Keep the books of the Club. Report verbally on the financial position of the Club at membership meetings. Report in detail on the financial condition of the Club at the Annual Meeting and at such other times as directed by the Board of Governors. A copy of the Treasurer's report shall be sent electronically to each Board member prior to the Board of Governors meetings.

4) Make The Treasurer Report available to any member upon request.

5) Receives all monies due or belonging to the Club and shall deposit such in a bank designated by the Board in the name of the Club. There must be at least two signers on all club accounts. Signers may not be of the same household.

e) The Corresponding Secretary shall manage all external correspondence of the Club. The Corresponding Secretary will perform such other duties as are usual or customary to the office.

Section 3. Vacancies

Any vacancies occurring on 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 President shall be filled automatically be the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Article V – The Club Year, Annual Meeting and Elections

Section 1. Club Year

The Club's fiscal year shall begin January 1 and end on December 31. 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 on a date and time during the month of January at which Governors and Officers for the ensuing two years shall be elected by secret, written ballot from among those nominated in accordance with Section 3 of this Article. Elections will take place according to Article IX section 1. Officers and Board of Governors shall take office immediately upon conclusion of the Annual Meeting. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to the office within 30 days after the election.

Section 3. Nominations

a) No person may be a candidate in a club election who has not accepted nomination or has not reached his/her 18th birthday. The nominated member must be in good standing. During the month of September, the Board of Governors shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board.

b) The Board shall name the chairperson for the committee, and it shall be the chairperson's duty to notify the committee members and to call a committee meeting, which shall be held on or before October 1. The committee shall nominate one candidate (who has voting privileges) for each office and three candidates for the other positions of the Board, and after securing consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing or email.

c) Upon receipt of the Nominating Committee's report, the Recording Secretary shall, at least two weeks prior to the November meeting, notify the membership of the candidates nominated.

d) Additional nominations can only be made from the floor at the November meeting. The member being nominated must be present to accept. Only those candidates nominated by either the nominating committee or through the additional nomination process may be considered for office or Board positions. No person may be a candidate for more than one office.

e) The Recording Secretary shall mail or email the final slate to each member in good standing with voting privileges no less than ten days prior to the election. The notice should also state time and place of the election.

f) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

Section 4. Elections

a) A majority of votes cast shall elect the Officers and Board of Governors of the Club.

b) Voting for Governors and Officers at Annual Election. All of Article III Section 4b shall apply and all financial obligations to the Club must be met by January 1st. Only members in good standing with voting privileges shall receive ballots on the night of the election.

c) The Board shall select three members who are not candidates for office at the Annual Meeting to receive and count ballots.

d) Elections of Officers and Board members will alternate years, as follows:

1) President, Recording Secretary and Corresponding Secretary to take office on odd years.

2) Vice President, Treasurer and Board positions on even years.

e) In the event of an uncontested slate, if a secret ballot is not possible, the incoming nominees will begin their new position immediately. The vote will be ratified at the next membership meeting.

Article VI – Committees

Section 1. The President may each year appoint standing committees to advance the work of the Club. All committees are subject to the final authority of the Board. The Board may also appoint special committees. Any committee appointment may be terminated by a majority vote from the Board.

Article VII – Discipline

Section 1. American Kennel Club Suspension

Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of $50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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. 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 authority. If the Board entertains authority of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/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 all the evidence and testimony presented by complainant and defendant, the Board 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. And, if it 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/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 Recording Secretary. The Recording 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 from 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 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's recommendations of suspension or reprimand shall stand.

Article VIII – Amendments

Section 1. Proposals for Amendments

Amendments to the Constitution and By-Laws may be proposed by the Board of Governors or by written petition addressed to the Recording Secretary and signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the Recording Secretary received the petition.

Section 2. Voting

The notice of the meeting and the proposed amendments shall be sent by the Recording Secretary by first-class mail or emailed to each member in good standing at least two weeks prior

to the date of the meeting. The Constitution and By-Laws may be amended by a two-thirds secret vote of the members in good standing present any regular or special meeting called for the purpose.

Article IX – Order of Business

Section 1.

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

Roll Call
Minutes of Last Meeting by Recording Secretary
Report of President
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election Officers and Board (at annual meeting)
Election of New Members
Unfinished Business
New Business
Brags
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:
Roll Call
Minutes of Last Meeting by Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Brags
Adjournment

Article X – Dissolution

Section 1.

The Club may be dissolved at any time by unanimous written consent of not less than two-thirds of the 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 any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club.

Upon winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for education and charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Article XI – Parliamentary Authority

Section 1.

The rules contained in the current edition of "Robert's Rules of Order, Newly 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. (The bylaws of a club that is a member of The American Kennel Club should include, without parentheses, the references to Delegate, which appear in parentheses.)