

**CONSTITUTION**

**AND**

**BY-LAWS**

**POMERANIAN CLUB OF MICHIGAN, INC**

**CODE OF ETHICS**

1. I agree to the follow the rules and regulations as set forth by the American Kennel Club as they pertain to my purebred dog operations.
2. I will furnish a signed registration application or transfer with each puppy sold unless a written agreement is made with the purchaser at the time of the sale that the papers will be withheld.
3. I will not sell my puppies to pet shops or commercial pet mill establishments, nor will I donate puppies for raffles or auctions
4. I will not crossbreed or advertise for sale puppies that have been crossbred.
5. I will not give stud service to unregistered bitches
6. I will advise the purchaser of my puppy to have the puppy checked within 2 days (48 hours) of the sale, (additional time allowed if the puppy is sold on Friday or Saturday). I will refund the purchase price or take the puppy back and replace it, if it is found to be unfit.
7. Except for unusual situations, I will not sell my puppies at less than eight (8) weeks of age.
8. I will maintain the best possible standard of health and care in all of my dogs and see that puppies are immunized and check3ed for parasites.
9. I will price my puppies within the breed range.
10. In my breeding program I will keep alert for and work to control and/or eradicate inherited problems and conditions that are particular to my breed, and breed as closely as possible to the standard for the Breed.
11. I will represent my dogs as honestly as possible to prospective buyers and try to assist the serious novice in his understanding of the breed.
12. I will try at all times to show good sportsmanship and keep in mind that the good of the Breed comes before any personal benefits.

**ARTICLE 1 – *NAME AND OBJECTIVES***

**SECTION 1.** ***Name*** - The name of the club shall be: ***THE POMERANIAN CLUB OF MICHIGAN, INC (Detroit Area).***

**SECTION 2. *Objective* -** The objectives of the club shall be as follows:

1. To encourage and promote the quality breeding of purebred Pomeranians and to do all possible to bring their natural qualities to perfection.

(b) To urge members and breeders to accept the standard of the Pomeranian as approved by the American Kennel Club as the only standard of excellence by which Pomeranians shall be judged.

1. To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows and obedience trials.

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

**SECTION 4.** ***By-Laws -*** The members of the Club shall adopt and from time to time revise such By-Laws as may be required to carry out these objectives.

**SECTION 5.** ***Location -*** The principle place of business of this Club shall be the Greater Detroit Area of Michigan, but it may hold meetings and transact business at anyplace within the State of Michigan.

**BY-LAWS**

**ARTICLE 1 – *Membership***

1. Regular Membership – Open to all persons eighteen (18) and older. Regular members enjoy all privileges of the Club including the right to vote and hold office
2. Couple Membership – Open to all married couples who subscribe to purposes of the Club. Enjoy all privileges of the Club including the right to vote and hold office.
3. Lifetime Membership – May be conferred upon members of long standing and by recommendation from the Board and ratified by 2/3 vote of the membership present at the Club’s annual business meeting. Lifetime members shall enjoy all of the privileges of Regular and Couple members except that they may not hold any of the following offices: President, Vice President, Secretary or Treasurer, and shall be exempt from paying dues.
4. Junior Membership – Open to young people ages 10-17 who show a strong interest in the breed. Refer to ARTICLE 1, SECTION 3. JUNIOR MEMBERS SHALL NTO HOLD OFFICE NOR CVOTE UNTIL THEIR 18th BIRTHDAY. At the age of 18, Junior members shall be voted into full membership by the normal election process.
5. Associate Membership – Open to all persons showing a strong interest in the breed. Associate members enjoy all of the privileges of the Club, except they are excluded from the right to vote and/or hold office.
6. While membership is unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders and exhibitors in its immediate area.

**SECTION 2.** ***Dues*** – Membership dues shall not exceed $20.00 for regular and junior applicants and $25.00 for a couple. All dues are payable on or before the 1st of January each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send notice to the membership of dues for the ensuing year.

**SECTION 3.** ***Election to Membership*** – The board shall appoint a committee of three (3) members, one who shall act as membership chairperson. Not more than one committee member, if possible, shall be a member of the current Board. The committee will receive, process and elect new members to the club subject to Board approval.

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant will agree to abide by the constitution and by-laws, code of ethics and the rules of the American Kennel Club. The application shall carry the endorsement of two (2) members and the appropriate dues for the current year must accompany the application. Applicants may be elected by mail, and/or other device transmitting written text, or at any meeting of the membership Committee through voting by secret ballot. Affirmative votes of 2/3 of the membership Committee shall be required to elect an applicant. The names of all applicants, elected or defeated by the membership Committee must be approve by an affirmative vote of the 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board when voting by mail. Application which has received a negative vote, by either the Membership Committee or the Board of Directors may be presented by one of the applicant’s endorsers at the next annual meeting of the Club and members may elect such applicant through voting by secret ballot. A favorable vote of 85% of the members present shall be required to elect an applicant

Persons becoming members after the 30th day of September are considered as having an effective membership date of January 1sat of the following year, in regards to payment of dues.

**SECTION 4. *Termination of Membership*** – Memberships may be terminated.

1. ***By Resignation:*** Any member in good standing may resigned 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. All properties and materials belonging to the Club must be submitted to the Board within thirty (30) days of the Board’s acceptance of the resignation.
2. ***By Lapsing:*** A member will considered as lapsed and automatically terminated if such member’s dues remain unpaid sixty (60) days after the first day of the fiscal year, however, the Board may grant an additional thirty (30) day 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 the meeting.
3. ***By Expulsion:*** A member may be terminated by expulsion as provided in ARTICLE VI of these by-laws.

**ARTICLE II – *MEETINGS AND VOTING***

**SECTION 1. *Club Meeting -*** Meetings of the Club shall be normally held within the Greater Detroit Area, but meetings may be held in other Michigan locations as decided upon by the Club. Meetings will normally occur on a quarterly basis, as designated by the majority of voting members at the previous meeting. Written notice and/or other device transmitting written text shall be mailed at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 10% of the members in good standing.

**SECTION 2. *Annual Meeting* -** The annual meeting of the Club shall be held in conjunction with the Club’s fall/winter 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 to each member at least thirty (30) days prior to the date of the meeting. The quorum for the meeting shall be 10% of members in good standing.

**SECTION 3. *Special Club Meeting* -** 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 signed by five (5) members of the Club who are in good standing. Such meetings shall be held in the Greater Detroit Area, but meetings may be held in other Michigan locations as decided upon by the person or persons authorized herein to call such meetings. Written notice or other device transmitting written text of such 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 the meeting shall be 10% of the members in good standing.

**SECTION 4. *Board Meetings* -** The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice or other device transmitting written text of such meeting shall be forwarded to each member of the Board at least fourteen (14) days prior to the date of the meeting if possible. The quorum for a Board meeting shall be a majority of the Board voting in person, by mail, facsimile, telephone conference call or other device transmitting written text.

**SECTION 5. *General Management* -** The Board of Directors may conduct its business by mail, facsimile, or other device transmitting written text to all Board members. And when dealing with issues of administrative details, the Board members may agree to waive mailing of written text when voting by telephone.

**SECTION 6. *Voting* -** Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club which they are present. PROXY voting will not be permitted at any Club meeting, except for those instances listed previously, or election

**ARTICLE II – *DIRECTORS AND OFFICERS***

**SECTION 1. *Board of Directors* -** The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three (3) other persons 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. (See ARTICLE IV, SECTION 4). General management of the Club’s affaires shall be entrusted to the Board of Directors.

**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.

1. 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. The President shall serve as an ex officio member of all committees, except the Nominating committee.
2. The **Vice President** shall have the duties and exercise the powers of the President in case of the President’s death, absence or incapacity.
3. The **Secretary** shall keep a record of all meetings of the Club, Board and all matters which a record shall be ordered by the Club. They shall have charge of the correspondence, notify members of meetings, notify new member of their election to membership, notify members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
4. The **Treasurer** shall collect and receive all monies due or belonging to the Club. They shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and they shall report to them at every meeting the condition of the Club’s finances and every item of receipt of payment not before reported; and at the annual meeting they shall render an account of all monies received and expended during the previous year, as audited by the Audit Committee.
5. The office of **Secretary** and **Treasurer** maybe held by 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 all 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 by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board. All properties and records related to the vacancy shall be turned over to the Board of Directors within thirty (30) days after the vacancy occurs.

**ARTICLE IV – *CLUB YEAR, ANNUAL MEETING AND ELECTION***

**SECTION 1*. Club Year -*** The Club’s fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club’s official yea shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next meeting.

**SECTION 2. *Annual Meeting -*** The annual meeting shall be held in conjunction with the Club’s fall/winter specialty show at which time Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with SECTION IV of this Article. They shall take office immediately upon the conclusion of this election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

**SECTION 3. *Elections* -** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4. *Nominations*** – No person shall be eligible for nomination to an office in which they are currently serving a third consecutive term. If there are no nominations for that particular office, the position will be filled by an appointment by the Board. No person may be 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, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee member and alternates of their selection. The Board shall name a Chairperson for the committee and it shall be their duty to call a committee meeting which shall be held on or before October 1st.

1. The Committee shall nominate one candidate for each office ad three (3) candidates for the three (3) positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee’s report, the Secretary shall before October 15th notify each member in writing of the candidates so nominated.
3. Additional nominations may be made at eh annual meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that the proposed candidate is not in attendance at the meeting, their proposer shall present to the Secretary a written statement from the proposed candidate signifying their willingness to be a candidate. No person may be a candidate for more than one position.

**ARTICLE V – *COMMITTEES***

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in matters such as Specialty shows Obedience Trials, trophies, annual prizes, membership, auditing, rescue and other field which may well be served by committees. Such committees shall consist of members in good standing. 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 services have been terminated.

**ARTICLE VI – *DISCIPLINE***

**SECTION 1. *American Kennel Club Suspension* –** Any member show is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like time period.

**SECTION 2. *Charges* –** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club of 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, constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for 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 certified mail together with a notice of the hearing an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

**SECTION 3. *Board Hearing –***The Board shall have complete authority to decide whether council 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 the complainant and defendant, the Board may by a majority vote of those members present, 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 the punishment is insufficient, it may also recommend to the membership that the penalty be expulsion in such cases, the suspension shall not restrict the defendant’s right to appear before their 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 from the Club may be accomplished only at a meeting of the Club following a Bard hearing ad 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 for expulsion. The defendant shall have the privilege of appearing in their own 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 in their own behalf if they so choose to. The members of those present and voting at the meeting shall be necessary for expulsion. The members shall then vote by secret written 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 suspension shall stand.

**ARTICLE VII – *AMENDMENTS***

**SECTION 1.** Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 10% of the members 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 (3) months from the date when the petition was received by the Secretary.

**SECTION 2.** The constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

**ARTICLE VIII – *DISSOLUTION***

**SECTION 1. *Dissolution* –** The Club may be dissolved at any time by a 2/3 vote of the members in good standing. The Club may be dissolved at any regular or special meeting called for that purpose, provided that the proposed dissolution notice has been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting. In event of the dissolution of the Club other than for the purposes of reorganization whether voluntary or involuntary or by operation of the law, no one 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. After payment of the debts of the Club, its property 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 other of business, so far as the character and nature of the meeting may permit, shall be as follows:

1. Roll Call
2. Minutes of the last meeting
3. Report of the President
4. Report of the Secretary
5. Report of the Treasurer
6. Reports of Committees
7. Election of officers and Board (at annual meetings)
8. Election of new members
9. Unfinished Business
10. 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:

1. Reading of minutes of last meeting
2. Report of Secretary
3. Report of Treasurer
4. Reports of committees
5. Unfinished business
6. New Business Adjournment

**ARTICLE X – *PARLIAMENTARY AUTHORITY***

**SECTION 1.** The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Club in all cases which they are applicable and in which they are not inconsistent with the By-Laws and any other special rules of order the Club may adopted

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