

FINAL DRAFT

MIDDLESEX BOXER CLUB INC. BY-LAWS

(approved 9/4/1996, amended 12/08/2021)

Article I: Name and Objects

Section 1. The name of the Club shall be the:

MIDDLESEX BOXER CLUB, INC.

Section 2. The objects of the Club shall be:

- a. to protect the interests of the Boxer breed;
- b. to encourage and promote quality in the breeding of purebred Boxers;
- c. to enhance interest in the Boxer;
- d. to encourage members and breeders to accept the standard of the breed as approved by The American Kennel Club and the parent breed club as the only standard of excellence by which the Boxer shall be judged;
- e. to sponsor and support sanctioned, licensed shows and obedience trials under the rules of the American Kennel Club and other activities which are in the best interest of the breed;
- f. to support and encourage the interest of the novice owners and breeders;
- g. to assist all members in their problems of showing, breeding and the general care and conditioning of their dogs;
- h. to promote harmony, fair play and good sportsmanship;
- i. to initiate educational programs and promotional activities, which will stimulate and extend public interest in the Boxer.
- j. The Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. However, membership shall be unrestricted as to geographical residence.
- k. for the members of the Middlesex Boxer Club to abide by those portions of the American Boxer Club By-Laws and code of ethics which are applicable to member clubs.

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 objectives, said revisions to be adopted in accordance with Article XV of these By-Laws.

Article II. Definitions

Annual Meeting. The Annual Meeting shall be held at the December scheduled Club meeting.

The Club. Reference to "the Club" in these By-Laws shall refer to The Middlesex Boxer Club, Inc.

Club Year. The Club year shall commence on the first day of January and end on the last day of December in the calendar year.

Member in Good Standing. A member in good standing shall be a member whose dues are paid and who is not subject to suspension or other discipline by the American Kennel Club or the American Boxer Club.

Quorum. A quorum at a regular or special meeting of the Club shall consist of not less than 20 percent of the Voting Members.

Article III. Membership

Section 1. Definition. There shall be four types of membership: Voting, Associate, Honorary and Junior.

Voting Members are those members in good standing who have attended three club meetings during the previous Club Year. New members and Associate members may vote when they have attended three consecutive meetings or three meetings during the current Club Year.

Associate Members will not be eligible to nominate or vote on any business, but will have all the other rights and privileges of membership. Upon attending three consecutive meetings or three meetings during the current Club Year, Associate members will become Voting Members and will obtain the privilege of nominating and voting on Club business.

Honorary Members shall not have voting authority or pay dues. Nomination of Honorary members shall be by motion from the floor, duly seconded. The names of nominees will be listed in the meeting minutes and a vote shall be taken at the next Club Meeting by the membership with voting privileges. A nominee must receive a vote of two thirds of those members voting to be admitted to membership as an Honorary Member.

Junior Members will not be eligible to nominate or vote on any business, but will have all the other rights and privileges of membership. Upon reaching eighteen years of age, Junior Members will automatically become Associate Members.

Section 2. Categories of Membership. In the Voting and Associate types there shall be three categories of memberships: Individual, Family and Life.

Individual Membership. Any person eighteen years of age or older, in good standing with the American Kennel Club, who subscribes to the objects of this Club and who owns one or more A.K.C. registered Boxers in conformity with the standards of the American Boxer Club shall be eligible for membership.

Family Membership. Family is defined as domestic partners or two or more persons related by blood, living in the same home, one of whom is the owner or co-owner of a Boxer. Minor children shall qualify as members of the Family. Children over the age of twenty-one (21) years shall be eligible for Family Membership only if they are in school and supported by his or her parent(s) except a single adult and his or her adult child living in the same home shall be eligible for Family Membership.

Life Membership. Life Membership shall be voted by the Board of Directors under the following conditions: Any member in good standing may submit to the Board of Directors the name of a candidate for Life Membership. Any such candidate shall have been a member of the Club other than an Honorary Member for at least a total of twenty (20) years and during that time shall have contributed exceptional service to the Club in the opinion of at least two-thirds majority of the Board of Directors voting. At no time shall the number of Life Members exceed ten (10). Life Members shall not be required to pay annual dues.

Junior Membership. Any person between the ages of nine through seventeen years of age, in good standing with the American Kennel Club and who subscribes to the objects of this Club and the American Boxer Club shall be eligible as a Junior Member. Upon reaching eighteen years of age, Junior Membership may automatically convert to Individual or Family Membership.

Section 3. Eligibility For Membership. Any person eighteen years of age or older, in good standing with the American Kennel Club (A.K.C.), who subscribes to the objectives of this Club and who owns one or more A.K.C. registered Boxers in conformity with the Standards of the American Boxer Club shall be eligible for Voting and Associate membership. Minors under the age of eighteen shall be admitted as a Junior member or through family membership.

Section 4. Application for Membership. Application for membership shall be made in writing on the form prescribed by the Board of Directors and shall be sent to the Corresponding Secretary with payment of the appropriate dues for the current year. The Corresponding Secretary shall, upon receipt of such an application, publish the name(s) of said applicant in the next meeting notice and submit it to the Membership for approval. The application shall be voted on at the next regularly scheduled meeting of the Club for approval by a minimum of 2/3rd secret vote of the attending members in good standing.

Upon acceptance of a candidate for membership by the Club, the Corresponding Secretary shall notify the candidate of his or her acceptance and shall also notify the Treasurer of the candidate's acceptance and forward the application fee to the Treasurer.

Section 5. Admission to Membership. A candidate shall be admitted as a member after he or she has been notified by the Corresponding Secretary of his or her acceptance by the Membership or automatically as of the date of the next Club meeting

ARTICLE IV. DUES

Section 1. Fiscal Year. The fiscal year of the Club shall start on the first day of November and ends on the last day of October of the following calendar year.

Section 2. Annual Dues. The dues for the fiscal year shall not be more than forty (\$40.00) dollars for an individual membership and not more than fifty (\$50.00) dollars for a family membership. Actual dues shall be recommended by the Board of Directors and shall be voted on by the membership of the Club and shall remain in effect from year to year unless changed.

Section 3. Dues Notice. The Treasurer will send a due notice at least 30 days prior to the date dues become due and payable.

Section 4. When Payable. Dues shall be payable on or before the November meeting and shall be considered delinquent if not paid by the January meeting.

Section 5. Sanctions. Failure to pay annual dues by the January meeting may result in the assessment of a penalty equaling one-half of the amount of said annual dues. A member whose dues have not been paid by January shall not be considered a member in good standing and shall not be entitled to the privileges of membership including the right to vote. In the event dues have not been paid by March 1st of the current Club year, said membership shall be terminated. Said individual must then submit a membership application in accordance with the requirements of these By Laws.

Article V. Meetings

Section 1. Regular Meetings. Meetings of the club shall be held monthly via in person or virtual platform. A minimum of four (4) meetings a year will be held in person, one of which will be the MBC Annual Meeting.

Notification of each meeting shall be sent by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. Notice may be distributed by mailing and/or electronic notification.

Section 2. Special 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 Corresponding Secretary upon receipt of a petition approved by five (5) members of the Club who are in good standing. Such special meetings shall be held via in person or virtual platform at such date, place and hour as may be designated by the person or person authorized herein to call such meetings. Notification of such meetings shall be sent out by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting by mail and/or electronic notification and said notice shall state the purpose of the meeting. No other Club business may be transacted thereat. The quorum for such a meeting shall be twenty (20) percent of the voting members in good standing.

Section 3. Board of Directors Meetings. Board of Directors meetings shall be held in person or virtual platform at such hour and place as may be designated by the Board. Meetings may be held either prior to or following regular meetings of the Club. Notification of such meeting shall be sent out by the Corresponding Secretary at least five (5) days prior to the date of the meeting by mail and/or electronic notification. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board of Directors Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Corresponding Secretary upon receipt of a meeting request approved by at least three (3) members of the Board. Such meeting shall be held within twenty-one (21) days of receipt of a notice requesting such meeting by the Corresponding Secretary. Notification of such a meeting shall be sent out by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting by mail and/or electronic notification. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Notice of Meetings. Notification of all regular meetings of the Club shall be sent to all members by the Corresponding Secretary at least ten (10) days in advance of such meeting by mail and/or electronic notification.

Section 6. Voting at Meetings. Except as stated herein, members of the Club must be present at any meeting at which a vote is taken and must be a Member in Good Standing in order to cast a ballot in the voting. Any member who becomes eligible to vote by attendance at a third meeting is eligible to vote at that third meeting as a Voting Member. No absentee ballot or vote by proxy will be accepted.

Article VI. Conduct of Business

Section 1. Quorum. Twenty (20) percent of the Voting Members in good standing shall constitute a quorum and a majority of those present and voting shall constitute a vote on any issue brought before the membership unless otherwise specified in these By-Laws.

Section 2. Order of Business. The order of business so far as the nature of the meeting may permit shall be as follows:

1. Minutes of Last Mtg.
2. Treasurer's Report
3. ABC Delegate's Report
4. Corresponding Secretary's Report
5. Reports of Committees
6. Elections of Officers & Board (Annual Mtg.)
7. Old Business
8. New Business
9. Election of New Members
10. Adjournment

Article VII. Board of Directors

Section 1. Definition. (1) The government and management of the Club shall be vested in a Board of nine (9) Directors who shall be elected by the membership at the last regularly scheduled meeting of the Club year.

(2) Eligibility to be a member of the Board of Directors:

- a. A member of the Club in good standing as defined by Article II of these By-Laws.
- b. The member in good standing must have attended 3 meetings during the current Club year.

Section 2. Term of Office. A member of the Board of Directors shall hold office for the term of one year commencing January 1 and ending December 31 or until his or her successor is chosen and qualified in his or her place.

Section 3. Vacancy in Office. Any vacancies occurring on the Board or among the officers or delegate to the ABC 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; 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 filled by the Board.

Section 4. Delegation of Authority. The nine Directors shall have complete charge of the management and affairs of the Club, but from time to time may delegate to any individual or committee such duties as the Board may deem proper. Such individuals or committees shall always be subject to the final authority of the Board of Directors.

Section 5. Absence or Non-Performance of Duties. If any such Director is absent from three regularly scheduled consecutive meetings, or does not perform his or her functions, as defined by these By-Laws, then said absence or failure to perform duties may result in dismissal by a majority vote of the Board of Directors. Notice of said vote shall be sent by the Corresponding Secretary within seven (7) days to the Director. Said Director may appeal said decision by filing an appeal in writing to the Corresponding Secretary within twenty-one (21) days of receipt of said notice and a hearing shall be held in accordance with Article XIII of these By-Laws.

Article VIII Nomination and Election of Directors

Section 1. Nomination. 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, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee persons and the alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before October first.

- a). The Committee shall nominate a slate of nine (9) candidates to the Board, and after securing the consent of each person so nominated, the committee chair shall report their nominations to the Recording Secretary by November first.
- b). Upon receipt of the Nominating Committee's report, the Recording Secretary shall inform the Corresponding Secretary who shall notify the membership of the candidates so nominated prior to the November meeting.
- c). Additional nominations may be made at the November meeting by any voting member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further, that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Recording Secretary a notification from the proposed candidate signifying his/her willingness to be a candidate.
- d). Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 2. Elections. Voting shall take place at the annual meeting of the Club. Voting shall be secret. Eligible members of the Club must be present (or have submitted a proxy vote 10 days prior to the annual meeting) in order to cast a vote and may vote for any number or all of the candidates not to exceed nine.

Votes shall be collected and counted by a committee of teller(s). The tellers shall be designated by the presiding officer of the meeting prior to the commencement of voting. A committee of one teller is acceptable. The teller(s) may not be selected from among the members of the current Board of Directors or from among the candidates for election to the new Board. The Spokesperson of the Tellers shall announce the voting results.

The nine candidates receiving the greatest number of votes shall be considered elected. In those cases where several candidates receive an equal number of votes, the tie vote shall be settled by a second secret ballot, held immediately, by the entire membership present and qualified to vote and limited only to those candidates who receive an equal number of votes.

Article IX Club Officers

The officers of the Club shall be a President, a Vice-President, a Treasurer, a Recording Secretary and a Corresponding Secretary, all of whom shall be elected by the Board of Directors at the annual meeting or as soon thereafter as practicable, but not later than the commencement of the new Club year.

All such officers shall be elected from the Board of Directors as chosen by the members of the Club as prescribed in Article VII of these By-Laws.

If any such officer is absent from three regularly scheduled consecutive meetings, or does not perform his/her functions as defined by these By-Laws then said absence or failure to perform duties may result in dismissal by a majority vote of the Board of Directors. Notice of said vote shall be sent by the Corresponding Secretary within seven (7) days to the officer. Said officer may appeal said decision by filing an appeal to the Recording Secretary within twenty-one (21) days of receipt of said notice and a hearing shall be held in accordance with Article XIII of these By-Laws.

Article X. Duties of Club Officers

Section 1. President. It shall be the duty of the President of the Club to preside at all meetings of the Club and at all meetings of the Board of Directors.

As Chairman of the Board of Directors, it shall be his /her duty to enforce all laws and regulations prescribed by the board of Directors relating to the administration of the Club. The President cannot nominate or cast a vote except to break a tie. In the case of a secret vote, the President may vote.

Section 2. Vice President. It shall be the duty of the Vice President to assist the President and in his/her absence to assume the duties thereof.

It shall be the duty of the Vice President to obtain appropriate forms from the Commonwealth of Massachusetts, for the Annual Corporate filing; to complete the form; to file the same with the Secretary of State of the Commonwealth of MA; to provide a copy of the same to the Corresponding Secretary for record keeping. In accordance with the Commonwealth of Massachusetts, this Corporate filing shall be completed following the election of the Club's officers at the last regularly scheduled meeting of the Club year.

In addition, the Vice President shall file the required forms with the IRS (Form 990N).

Section 3. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club and shall receipt therefore. He/she shall deposit such moneys in a bank to be designated by the Board of Directors in the name of the Club and withdrawals therefrom shall require his/her signature. He/she shall report the condition of the club finances when requested.

No later than the annual meeting he/ she shall render an account of all monies received and expended during the previous fiscal year, which account may be audited by the Board of Directors. Such accounts shall be kept in suitable books as approved by the Board. The Treasurer shall send a membership list (inclusive of trophy donation breakdown) updated as of March 1st to the Recording and Corresponding Secretaries by the end of March.

A bond may be required of the Treasurer in an amount to be determined at the discretion of the Board of Directors.

Section 4. Recording Secretary. The Recording Secretary shall keep an accurate record of all meetings of the Club and of the Board of Directors, and of such other matters of which record shall be ordered. The Recording Secretary shall maintain the records of attendance for the Club and compile a list of all members eligible to vote at each meeting. The Recording Secretary shall forward the minutes of the Club meetings with a list of those in attendance to the Corresponding Secretary of the American Boxer Club.

Section 5. Corresponding Secretary. The Corresponding Secretary shall notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office. After each annual election a copy of an up-to-date membership roster, new club officers, Breeder Referral Contact and ABC Delegate should be sent to both AKC and ABC.

The Corresponding Secretary shall send the ABC Secretary an email requesting show approval, Best of Winners plaque and/or High in Trial plaque, 4-6 months prior to the show closing date.

The Corresponding Secretary shall send the ABC Secretary a copy of the Premium List, once received.

The Corresponding Secretary shall keep a list of the members of the Club, their addresses and date of membership.

Article XI. Delegate

The board of Directors shall annually elect a Delegate to the American Boxer Club who shall remain in office until his successor is elected the following year. The delegate shall be a member of the American Boxer Club. The ABC Delegate is responsible for reporting ABC matters including voting to the Club.

Article XII. Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may 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 with or without cause by 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 or who have resigned.

Section 3. The Chairman of each Committee shall be appointed by and be responsible to the Board of Directors. The Chairman shall hold office upon appointment for a term of one year or until his or her successor is appointed. The Chairman of each Committee may designate from the members of the Club at large as many other committee members as he or she deems necessary to properly fulfill the obligations and duties of the committee.

Article XIII. Discipline and Resignation

Section 1. 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary, together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board of Directors, or present them at a Board of Directors meeting, and the Board of Directors 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 of Directors considers 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 of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board of Directors not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by Certified Mail, together with a notice of the hearing and an assurance that the accused may personally appear in his or her own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing, the Board of Directors may, by a majority vote of those present, suspend the accused from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting, if that will occur after six (6) months. If it deems suspension insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the accused's right to appear before his or her fellow members at the ensuing membership meeting which shall consider the recommendations of the Board of Directors. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary in turn shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member may be accomplished at a regularly scheduled membership meeting or at a membership meeting specially called for the purpose of considering charges following the recommendation of the Board of Directors as provided in Section 3 hereof. The accused shall have the privilege to appear on his or her own behalf though no evidence may be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the accused, if present, to speak on his or her behalf. The members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting shall be required for expulsion. If expulsion is not so voted, the suspension shall stand.

Section 5. Resignation. Resignation must be addressed to the Corresponding Secretary in writing, and shall be effective when tendered. Acceptance of resignation from a member indebted to the Club shall not constitute a release from indebtedness.

Section 6. The interest of any member in the property of the Club shall cease upon termination of membership whether by resignation, forfeiture or otherwise.

Article XIV. Dissolution.

The Club may be dissolved at any time with the written consent of not less than two-thirds of the regular members. Should the Club be dissolved, other than for purposes of reorganization, whether voluntary or involuntary or operation of law, after payment of debts and expenses of the Club none of the property of the Club shall be distributed to any members of the Club nor shall any proceeds thereof nor any assets of the Club be distributed to any members of the Club but shall be donated to such charitable organization(s), for the benefit of dogs, selected by the Board of Directors.

Article XV Amendments.

Section 1. No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

Section 2. Amendments to the Articles of Organization and By-Laws may be proposed by the Board of Directors or by a written petition addressed to the Secretary signed by twenty (20) percent of the 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 (3) months of the date when the petition was received by the Secretary.

Section 3. Articles of Organization and By-Laws may be amended by a two third (2/3) vote of the 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 notification sent to each member at least two weeks prior to the date of such meeting. Amendments may be enacted in whole or in part, provided that the same does not conflict with the remaining By-Laws.

Article XVI. Governing Rules

Section 1. These By-Laws shall not conflict with the By-Laws and rules of the American Boxer Club. In the event there is a conflict, the By-Laws of the American Boxer Club shall govern and supersede these By-Laws.

Article XVII. 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 in which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.