

BYLAWS
OF
THE GERMAN SHORTHAIRED POINTER CLUB OF IDAHO, INC.

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ARTICLE I — NAME

The name of the corporation is German Shorthaired Pointer Club of Idaho, Inc. (“Club” or “Corporation”), as set forth in the Articles of Incorporation on file with the Idaho Secretary of State.

ARTICLE II — PURPOSE

The Club is organized as a nonprofit corporation to promote and protect first and foremost the German Shorthaired Pointer breed, while also supporting other AKC-recognized pointing breeds, encouraging responsible ownership and sportsmanship, and conducting Club activities consistent with applicable laws, these Bylaws, and AKC rules and regulations.

ARTICLE III — PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be within the State of Idaho at such location as the Board of Directors (“Board”) may determine from time to time.

ARTICLE IV — MEMBERSHIP

Section 1. Classes of Membership.

Individual Membership. Any person at least eighteen (18) years of age. One (1) vote.

Family/Household Membership. Two (2) adults residing in the same household may each be designated as voting Members for that household Membership. Each Family Membership is entitled to two (2) votes, which may be cast only by the two named adult Members of that Family Membership (one vote per named adult).

Honorary Membership. May be granted to persons deemed deserving. Honorary members shall not have voting privileges.

Lifetime Membership. May be granted to current or former Members deemed deserving. Voting privileges consistent with an Individual Membership.

Section 2. Eligibility and Application.

- A. Applicants must subscribe to the purposes of the Club and agree to abide by these Bylaws and AKC rules.
- B. Application shall be on a form approved by the Board and submitted with dues for the current year.
- C. No applicant who has been expelled from any kennel club or convicted of inhumane practices toward animals shall be eligible.

Section 3. Processing, Objections, and Acceptance.

- A. Applications shall be filed with the Secretary and/or Membership Chair (if appointed).
- B. New Members shall be announced to the Membership (newsletter, email, or other customary Club communication).
- C. Objections to Membership must be submitted to the Board in writing for decision. The Board may approve or deny Membership consistent with fairness and due process.

Section 4. Dues, Term, and Good Standing.

- A. Dues amounts shall be set by the Board for the following calendar year.
- B. The Club year runs January 1 to December 31.
- C. Members joining after November 1 shall be considered paid through the following calendar year.
- D. Annual dues are payable on January 1 of each year. Any Member whose dues are not paid by January 1 shall be considered delinquent. If dues remain unpaid on March 31, the Member's membership shall be cancelled effective March 31. The Club shall provide written notice (including by email) to delinquent Members during the renewal period reminding them that dues are owed and that membership will be cancelled on March 31 if not paid.
- E. "Member in good standing" means dues current and not suspended/expelled under Article XI.

Section 5. Resignation and Reinstatement.

- A. A Member may resign at any time by written notice to the Secretary and/or Membership Chair (if appointed).
- B. A Member expelled by the Club may not reapply for at least one (1) year from the effective date of expulsion unless the Board specifies a longer period.

ARTICLE V — MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular Club meetings shall be held in the Treasure Valley area (Ada/Canyon County and surrounding area) or other location designated by the Board, generally monthly excluding June, July, and August, or on a schedule approved by the Board and communicated to the Membership.

Section 2. Special Meetings of Members. A special meeting may be called upon the written demand of Members holding at least ten percent (10%) of the voting power of the Club. The demand must be signed, dated, and delivered to an Officer and must describe the purpose(s) for which the meeting is to be held. If notice of a special meeting demanded by Members is not given in accordance with these Bylaws and applicable law within thirty (30) days after

delivery of the demand, a person signing the demand may set the time and place of the meeting and give notice in accordance with these Bylaws and applicable law. The Board may also call a special meeting on its own motion.

Section 3. Notice of Member Meetings. Notice of each annual, regular, or special meeting of Members shall be given in a fair and reasonable manner consistent with Idaho law. Notice shall state the place, date, and time of the meeting. Notice shall be given not fewer than ten (10) days nor more than sixty (60) days before the meeting date.

- A. Annual/Regular meetings: the notice shall include a description of any matter that must be described under Idaho Code § 30-30-505(3)(b).
- B. Special meetings: the notice shall include a description of the matter(s) for which the meeting is called, and only those matters may be acted upon.

Section 4. Quorum (Members). A quorum for a Member action shall be ten (10) votes entitled to be cast on the matter, represented in person or by any other method of participation/voting authorized under Section 5. If a higher (or lower) quorum is required by law or these Bylaws for a particular action, that requirement shall supersede the standard quorum requirement.

Section 5. Voting; Proxies. Notice-limited voting rule. Consistent with Idaho Code § 30-30-511(4), unless one-third (1/3) or more of the voting power is represented, the only matters that may be voted upon at an annual or regular meeting are those matters described in the meeting notice.

- A. Each voting Member has the number of votes provided in Article IV.
- B. Voting by proxy, mailed written ballot, absentee ballot, or remote communication is not permitted unless the Board expressly authorizes a specific method and adopts procedures for that vote.
- C. Unless otherwise specified, actions are approved by a majority of votes cast at a meeting where a quorum is present.

Section 6. Conduct of Meetings. Meetings shall be conducted in an orderly manner. The Board may adopt rules of order so long as not inconsistent with these Bylaws.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. Authority and General Powers. The affairs of the Corporation shall be managed by a Board of seven (7) Directors. The Board has all powers necessary to govern the Club, except those reserved to Members by law, the Articles, or these Bylaws.

Section 2. Composition.

The Board consists of:

Officers: President, Vice President, Secretary, Treasurer; and

At-Large Directors: three (3) At-Large Directors.

Section 3. Eligibility. To be eligible for election to the Board, a person must be a Member in good standing.

Section 4. Terms and Staggering.

- A. Officers are elected for one (1) year terms.
- B. At-Large Directors are elected for three (3) year terms, staggered so that, under normal circumstances, one (1) At-Large seat is elected each year.
- C. Directors serve until successors are elected and qualified, or until earlier resignation/removal.

Section 5. Board Meetings.

- A. The Board shall meet at times and places established by the Board. Notice of regular Board meetings shall be given to Directors in the manner determined by the Board.
- B. Special Board meetings may be called by the President, or any two (2) Directors.
 - i. Notice of a special Board meeting shall state the date, time, place, and purpose(s) of the meeting. Notice shall be given at least three (3) days prior if by phone or electronic communication, or at least five (5) days prior if by written communication. Business conducted at a special meeting of the board will be limited to that which is given as the purpose in the meeting notice.
 - ii. Waiver of notice (Idaho Code § 30-30-615). A Director's attendance at or participation in a meeting waives any required notice unless the Director, upon arriving at the meeting (or prior to the vote on a matter, not noticed in conformity with the law, the Articles, or these Bylaws), objects to lack of notice and does not thereafter vote for or assent to the objected-to action.
- C. Quorum: A majority of the Directors then in office constitutes a quorum (4 if all seven seats are filled).
- D. Board action requires a majority vote of Directors present, unless a higher threshold is required by these Bylaws.
- E. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken and signed by all Directors then in office. Such consent(s) shall be filed with the minutes or corporate records. The action is effective when the last Director signs, unless the consent specifies a different effective date.

Section 6. Vacancies. Any vacancy on the Board, including a vacancy in an Officer position or an At-Large Director seat, may be filled by the affirmative vote of a majority of the remaining Directors. Any Member in good standing is eligible to be appointed to fill a vacancy. A Director appointed to fill a vacancy shall serve until the next election of Directors by the Membership conducted under Article VIII, at which time the Membership shall elect a successor. The successor shall take office on such a date as described in Article VIII, Section 2 (C).

Section 7. Removal by Members. One (1) or more Directors elected by the Members may be removed with or without cause only at a meeting called for that purpose, and the meeting notice shall state that removal of the Director(s) is a purpose of the meeting. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. If cumulative voting is authorized, removal shall comply with Idaho Code § 30-30-608.

Section 8. Conflict of Interest. Directors and Officers shall disclose any material personal/financial interest in matters before the Board and recuse themselves from deliberation and voting where appropriate. The Board may adopt a written conflict-of-interest policy.

Section 9. Advisors.

- A. The Board may appoint one or more Advisors to the Board to provide subject-matter expertise, project support, and recommendations to the Board. Advisors are not Directors or Officers, have no voting rights except those inherent to their current membership status, and shall not be counted for quorum of the board. Advisors may attend Board meetings and Member meetings by invitation of the President or the Board and may serve on committees in an advisory capacity. Advisors to the Board who are otherwise members in Good Standing do not lose voting rights they are otherwise entitled to as a member.
- B. Advisors shall have no authority to bind the Club, incur obligations, execute contracts, represent the Club as a Director, or access Club bank accounts unless separately authorized in writing by the Board for a specific limited purpose. Advisors shall be appointed by majority vote of the Board and serve for a term of one (1) year (or until earlier removal).
- C. Advisors may be removed at any time by majority vote of the Board. The Board may establish Advisor duties, confidentiality expectations, and conflict of interest requirements by policy.

ARTICLE VII — OFFICERS

Section 1. Officers. The Officers shall be a **President, Vice President, Secretary, and Treasurer** (Collectively, “Officers”). All Officers must be Members in good standing.

Section 2. Term of Office. Officers shall be elected for terms of duration specified in Article VI, Section 4. Each Officer’s term shall begin January 1 and end December 31, and the Officer shall serve until a successor is elected and qualified or until earlier resignation or removal.

Section 3. Limitations on Holding Office. No person shall hold more than one (1) elected Officer position at the same time. However, in the event of a vacancy in an Officer position, the Board may designate a Director or Officer to perform the duties of the vacant office on an interim basis. Such designation does not constitute holding a second Officer position for purposes of this Section.

Section 4. Duties of Officers.

A. President. The President shall:

- i. Preside at meetings of the Membership and Board;
- ii. Serve as chief executive officer of the Club and provide general supervision of Club affairs;
- iii. Appoint committee chairs and coordinators unless otherwise provided by these Bylaws or Board policy;
- iv. Subject to Article X approval requirements, execute contracts and other instruments on behalf of the Club;
- v. In urgent matters requiring immediate action consistent with these Bylaws, take interim action as necessary, provided such action is reported to the Board within forty-eight (48) hours and presented for ratification at the next Board meeting; and
- vi. Vote only to break a tie unless otherwise required by law or these Bylaws.

B. Vice President. The Vice President shall:

- i. Perform the duties of the President in the event of the President’s absence, incapacity, resignation, or removal, and serve as acting President until the vacancy is filled; and
- ii. Perform such other duties as assigned by the President or the Board.

C. Secretary. The Secretary shall:

- i. Record and maintain minutes of meetings of the Membership and the Board. Minutes shall, at minimum, include the date, time, and location of the meeting; confirmation of quorum; the actions taken; the text of motions (or a clear statement of the action authorized); and the

- disposition of each motion (approved/failed), including vote totals when requested by the presiding Officer or required by these Bylaws;
- ii. Prepare draft minutes within fourteen (14) days after the meeting when practicable and present them for approval at the next meeting of the applicable body;
 - iii. Serve as custodian of the Club's corporate records, including approved minutes, governing documents, and a current roster of Officers and Directors;
 - iv. Issue notices of meetings and elections as required by these Bylaws; and
 - v. Conduct correspondence of the Club as directed by the President or the Board.

D. Treasurer. The Treasurer shall:

- i. Have custody of Club funds and maintain complete and accurate financial records, including account registers and supporting documentation for receipts and disbursements;
- ii. Receive and deposit monies into accounts approved by the Board and maintain appropriate account access and records;
- iii. Disburse funds only as authorized by these Bylaws, the Board, and Article X spending and approval requirements;
- iv. Provide financial reports to the Board at least quarterly, and provide an annual financial report to the Membership;
- v. Ensure required federal and state filings are prepared and submitted timely, either directly or through a qualified preparer under Board oversight;
- vi. Prepare a proposed annual budget for Board review and adoption by the Board; and
- vii. Perform such other duties as customary to the office or assigned by the Board.

Section 5. Resignation and Removal.

- A. An Officer may resign at any time by delivering written notice to the Secretary (or to the President if the resigning Officer is the Secretary). The Board may remove any Officer at any time, with or without cause, and any removal action shall be documented in the minutes. Upon removal, the individual immediately ceases to hold the office and shall have no authority to act on behalf of the Club in that Officer capacity, including but not limited to financial authority, access to accounts, records custody, or use of official credentials.

- B. Because Officers are Directors, removal from office does not, by itself, remove the individual as a Director. Any removal of a Director elected by the Members shall occur only in accordance with Article VI, Section 7 (Removal by Members).
- C. The Director who is the subject of an Officer removal or proposed Director removal shall not participate in Board deliberations or votes regarding (a) their Officer removal, (b) reassignment of that Officer's duties, or (c) calling/noticing any Member meeting for Director removal.

Section 6. Vacancies. A vacancy in an Officer position, whether caused by resignation, removal, incapacity, or other reason, shall be addressed by the Board by appointing an Acting Officer or Interim Designee to perform the duties of the vacant office. The Acting Officer/Interim Designee shall be chosen from among the Directors then in office and shall serve until the next regular election of Officers by the Members (or until earlier replaced by Board action). Appointment of an Acting Officer/Interim Designee does not create a vacancy in the Director's seat held by that person and does not increase the number of Directors.

Section 7. Compensation and Reimbursement. Officers shall serve without compensation. Officers may be reimbursed for reasonable, documented expenses incurred on behalf of the Club, subject to Article X approval requirements and any Board reimbursement policy.

ARTICLE VIII — ELECTIONS

Section 1. Annual Meeting. The annual meeting of the Membership shall be held at a time and place designated by the Board. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Club, and the Membership may transact other business consistent with the notice requirements of these Bylaws.

Section 2. Nominations and Elections.

- A. **Nominations.** Nominations for Officer positions and any At-Large Director seats scheduled for election shall be taken at the regular meeting of the Membership which precedes the meeting at which elections will occur. Nominations may also be accepted in advance if the Board adopts a policy permitting advance nominations.
- B. **Elections.** Elections shall be held at a regular meeting of the Membership, in a month determined by the board, generally on an annual basis. Officer positions shall be voted on separately, beginning with President. After Officer positions are filled, the At-Large Director seat(s) up for election shall be elected individually.
- C. **Assumption of Office.** Individuals elected at the regular meeting described above shall assume office on January 1st of the following year.

D. **Notice.** The Secretary shall notify Members at least ten (10) days prior to the meeting at which nominations will be taken, and at least ten (10) days prior to the meeting at which elections will be held.

ARTICLE IX — COMMITTEES AND COORDINATORS

Section 1. Event Chairs. The Board shall appoint event chairpersons (Field Trial, Hunting Test, Specialty Show, Water Trial, and other Club events as applicable). Event chairs may form committees and are responsible for operations, subject to final authority of the Board.

Section 2. Other Committees/Coordinators. The President may appoint other committees or coordinators as needed unless the Board reserves an appointment for itself by policy.

Section 3. Financial Standing of Entrants. No committee shall accept entries from anyone who owes money to the Club, unless the Board grants an exception for good cause documented in the minutes.

Section 4. Removal. Committee appointments may be terminated for cause by the Board, or by the President with Board approval.

ARTICLE X — FINANCIAL ADMINISTRATION, BANKING AUTHORITY, SPENDING LIMITS, AND INDEBTEDNESS

Section 1. Fiscal Year and Budget.

- A. Fiscal year is January 1 through December 31.
- B. The Treasurer shall present a proposed annual budget to the Board for adoption. The Board may amend the budget during the year, as needed.

Section 2. Banking Authority and Ordinary Course Business.

- A. The Board shall designate the financial institutions, accounts, and payment platforms used by the Club.
- B. The Treasurer is the primary financial administrator and is authorized to conduct ordinary business with banks and payment processors, including deposits, access to statements, online banking administration, and initiating routine payments consistent with these Bylaws and Board policy.
- C. The Board shall maintain at least two (2) authorized signers on primary bank accounts.
- D. Opening or closing a bank account, establishing a merchant account, changing the Club's primary financial institution, or adding/removing authorized signers requires Board approval recorded in the minutes.

Section 3. Routine Disbursements and Spending Authority.

- A. Budgeted, ordinary expenses may be paid by the Treasurer without additional approval up to \$500 per transaction, provided the expense is clearly within the Board-adopted budget and consistent with any Board policies (receipts/reimbursement rules, etc.).
- B. Unbudgeted or non-routine expenses require the approvals below:
 - i. Up to \$2,500 per transaction may be approved by any two of the following, with at least one being an Officer: President, Treasurer, Vice President, Secretary, or the applicable Event Chair for an event-related expense; and must be documented (email/text acceptable) and reported to the Board.
 - 1) An event chair may recommend/approve within the limit, but only an Officer can execute/sign or authorize payment.
 - 2) An approver with a conflict of interest may not be counted toward the required approvals.
 - ii. Above \$2,500 and up to \$5,000 per transaction requires Board approval recorded in the minutes (by vote at a duly called Board meeting, or by written consent signed by all Directors then in office and filed with the corporate records).
 - iii. Above \$5,000 per transaction requires Membership approval by majority vote at a meeting with quorum, with notice stating the intent and maximum exposure.
 - iv. Ongoing commitments: Any contract or commitment exceeding twelve (12) months in duration requires Membership approval if the total potential obligation exceeds \$5,000, even if payments are divided across time.
- C. No Expenditure may be intentionally divided into multiple transactions to avoid an approval threshold.

Section 4. Emergency Spending. If immediate action is required to prevent material harm to Club property, comply with law, or preserve an event permit/date, the President and Treasurer (or Treasurer plus any other Officer if the President is unavailable) may authorize emergency spending up to \$2,500 even if not budgeted, provided:

- A. Notice is sent to the full Board within 48 hours, and
- B. The expenditure is ratified at the next Board meeting.

Section 5. Contracts and Purchases.

- A. Any agreement binding the Club must comply with Sections 3 and 4 above.
- B. The President or Treasurer may sign contracts on behalf of the Club only when the required approval level has been met (Treasurer authority / two-approval / Board / Membership, as applicable).

- C. The Board may adopt purchasing and reimbursement policies (receipts required, documentation standards, reimbursement timelines, etc.).

Section 6. Authority to Incur Indebtedness.

- A. The Club may incur indebtedness only as authorized in this Section.
- B. The Board may authorize indebtedness (including credit cards, lines of credit, or loans) up to an aggregate outstanding principal amount of \$5,000 at any time, by a two-thirds (2/3) vote of the full Board, recorded in the minutes.
- C. Any indebtedness that would cause aggregate outstanding principal to exceed \$5,000 requires approval of the Membership by a two-thirds (2/3) vote at a meeting called with at least two (2) weeks' notice stating the proposed maximum amount and general terms.
- D. No individual Officer may unilaterally obligate the Club to debt.

Section 7. Payment Platforms, Cards, and Controls.

- A. If a credit card is issued, the Board shall set a credit limit, authorized users, and documentation requirements.
- B. The Treasurer shall maintain reasonable controls to safeguard funds and prevent misuse.

Section 8. Financial Reporting and Review.

- A. Treasurer shall provide regular reports to the Board and an annual report to Members.
- B. The Board may appoint an independent reviewer or committee annually to review the books and report findings.

Section 9. No Private Benefit. No part of the Club's net earnings shall inure to the benefit of any Member, Director, or Officer, except reimbursement of reasonable expenses or compensation for services if expressly approved by the Board and permitted by law.

Section 10. Self-Dealing and Dual Role Payments. No Officer or Director may approve, authorize, or direct payment to themselves. Any reimbursement, stipend, honorarium, or other payment to an Officer or Director (or to any business entity in which the Officer or Director has material financial interest) shall require approval by the President (if the President is not the Payee) or the Board of Directors. If the Payee is the President approval shall require Board approval. Any approval shall be documented in the minutes or other written record maintained with the Club's financial files. The Payee shall disclose the interest and shall recuse themselves from deliberation and voting on the matter.

ARTICLE XI — DISCIPLINE

Section 1. AKC Suspension. Any Member who is suspended from the privileges of membership by the American Kennel Club (AKC), or who is convicted of animal abuse or cruelty, may be immediately placed on interim suspension by the Board to protect the Club and its activities. The Board shall provide notice and an opportunity to be heard consistent with Section 3 before imposing a suspension beyond the interim period, expulsion or termination.

Section 2. Inhumane Treatment. Any Member alleged to have practiced inhumane treatment shall have Membership reviewed for possible discipline up to termination.

Section 3. Misconduct Detrimental to the Club. Membership may be suspended or terminated for misconduct detrimental to Club operations or reputation, following due process: written notice of allegations, opportunity to be heard, and Board decision recorded in minutes.

Section 4. Notice of Discipline. Interim suspension may be imposed immediately as provided in Section 1; all other suspensions, expulsions, or terminations shall follow the subsequent procedures. Not less than fifteen (15) days' prior written notice shall be provided stating the proposed action and the reasons therefor. The Member shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed action, by a person or persons authorized to decide that the proposed suspension/termination will not take place.

Section 5. Petition for Reinstatement. A Member terminated may petition for reinstatement after one (1) calendar year unless a longer period was imposed.

ARTICLE XII — AMENDMENTS

These Bylaws may be amended by a majority vote of Members present and voting at a regular or special meeting called for that purpose, provided the proposed amendments are distributed to Members at least two (2) weeks prior to the meeting. Notice of proposed amendments shall be included in the meeting notice, and the notice shall include the full text or a clear summary of the proposed amendment(s) and where the full text may be reviewed before the meeting.

ARTICLE XIII — DISSOLUTION

The Club may be dissolved by a two-thirds (2/3) vote of Members present at a special meeting called for dissolution, with at least two (2) weeks' notice. After paying debts, remaining assets shall be given to one or more nonprofit organizations, exempt under IRC 501(c), selected by the Board, consistent with law and any applicable tax status. No assets shall be distributed to any Member, Director, or Officer upon dissolution.