

**BYLAWS OF REDWOOD EMPIRE MASTIFF CLUB, INC.**  
**A California Nonprofit Public Benefit Corporation**  
(Revised 9/14/2019)

**ARTICLE 1 Corporate Name And Provisions**

**SECTION 1 Name and Business Office**

The name of this corporation is REDWOOD EMPIRE MASTIFF CLUB, INC (REMC). The principal office of the corporation for its transaction of business shall be an address designated by the Board of Directors and may be changed at any time by a vote of the Board.

**SECTION 2. General and Specific Purposes; Limitations; Construction**

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for public purposes.

B. The purpose of the corporation is to ensure ongoing public benefit from purebred Mastiff dogs through programs and activities:

- (1) To encourage and promote quality in the breeding of pure bred Mastiffs, and to do all possible to bring their natural qualities to perfection.
- (2) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Mastiffs shall be judged.
- (3) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials and other events for which the club is eligible.
- (4) To conduct sanctioned and licensed specialty shows, obedience trials and other events for which the club is eligible under the Rules and Regulations of The American Kennel Club.

**SECTION 3 Limitations**

The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. In the case of dissolution of the corporation assets shall be distributed as stated in Article IX.

**SECTION 4 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE II Membership**

### **SECTION 1 Eligibility.**

There shall be four types of membership open to all persons eighteen (18) years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Corporation:

A. Single Membership: Enjoys all the privileges of the Club, including the right to vote and to hold office.

B. Household Membership: Two persons living in the same residence enjoy all the privileges of the Club, and each of the two members of the household is entitled to a separate vote and to hold office.

C. Associate Membership: Individuals enjoy all the privileges of the Club, except the right to vote or to hold office. Associate members are not computed in determining a quorum.

D. Lifetime Membership: Lifetime membership may be granted by the Board to any member who has demonstrated continuous meritorious service to the breed and/or Redwood Empire Mastiff Club. Lifetime members enjoy all the privileges of the Club, including the right to vote and to hold office.

While membership is to be unrestricted as to residence the Club's primary purpose is to be representative of the breeders and exhibitors in its geographical area. Associate memberships will be offered to all applicants living outside the Redwood Empire Mastiff Club's geographically defined area. Associate members may apply to the Board of Directors for a Single/Household membership after a period of two years.

This Club may refer to persons of the Associate class as "members," even though those persons are not voting members as set forth in Article II, Section 1(C) of these bylaws, but no such reference shall constitute anyone as a member within the meaning of California Corporations Code Section 5056. References in these bylaws to "members" shall mean members as defined in Corporations Code Section 5056; i.e., the members of the class set forth in Article II, Section 1(A), (B), or (D) of these bylaws.

### **SECTION 2 Dues.**

Dues: Membership dues shall not exceed \$30 for a Single membership - one vote, \$50 for a Household membership - two votes per year, and \$25 for an Associate membership which excludes the right to vote or hold office, the amounts to be set by the Board of Directors, and shall be payable on or before the 1st day of May of each year. No member may vote whose dues are not paid for the current year. During the month of March the Treasurer shall mail to each member a statement of his dues for the ensuing year. The annual membership year is July 1 through June 30.

### **SECTION 3 Election to Membership.**

A. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws, and rules of The American Kennel Club. The application shall state the applicant's name, primary residence address, occupation and all dogs owned and co-owned by the applicant. Each application for Single and Household membership shall carry the endorsement of two Single or Household members in good standing. Each application for Associate membership shall carry the endorsement of two members in good standing, one of whom may be an Associate member. Accompanying the application, the prospective member shall submit dues payment for the current year.

B. All applications are to be filed with the Corresponding Secretary, and each application is to be read by one of the applicant's sponsors at the first meeting of the membership following its receipt. The Corresponding Secretary shall mail or electronic notification to applicant and applicant's sponsors of the date, hour and place of the membership meeting at which the application shall be read. The Notice shall be by mail or electronic notification by the Corresponding Secretary at least 10 days prior to date of the meeting.

C. Applicants for membership and one sponsor for each applicant must be present at the first reading of the application for membership and sponsor's introduction of applicant to the membership.

D. Applicants for membership must be present at the next meeting of the membership for the application to be voted upon. At the vote, all applicants will leave the voting area and return upon completion of the voting. Affirmative votes of each of the members present and voting at that meeting shall be required to elect each applicant.

E. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

F. Reinstatement of members who were in good standing when their membership lapsed may reapply for membership by submitting an application accompanied with current dues. The Corresponding Secretary will submit to the Board for approval.

#### **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 Corresponding Secretary, but no member may resign when in debt to the Club. Dues and obligations are considered a debt to the Club and they become incurred on the date the dues or obligations are due.

B. By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ~~days~~ after July 1; however, the Board may grant additional days of grace to such delinquent members in extenuating circumstances. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

C. By Expulsion: A membership may be terminated by expulsion as provided in Article VII of the Bylaws.

### **ARTICLE III Meetings**

#### **SECTION 1 Membership Meetings.**

Meetings of the Membership shall be held within the REMC geographically defined area (a minimum of 4 meetings per year), at such date, hour and place designated by the Board of Directors. Notice of each such meeting shall be sent by mail or electronic notification by the Corresponding Secretary at least 10 days prior to the date of the meeting. Notice shall include the agenda and general description of any matters upon which a vote will be taken. The quorum for such meetings shall be 20% of the members in good standing.

## **SECTION 2 Special Membership Meetings.**

A. Special Membership 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 signed by five members of the Club who are in good standing. Such special meetings shall be held within the REMC geographically defined area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice sent by mail or electronic notification of such a meeting shall be sent by the Corresponding Secretary at least 10 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Corporation business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

B. Calling Special Meetings: a special meeting called by any person (other than the board) entitled to call a meeting shall be called by written or electronic request, specifying the general nature of the business proposed to be transacted, and submitted to the President or Corresponding Secretary of the Club. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, by written or electronic notification sent by the Corresponding Secretary, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

## **SECTION 3 Board Meetings.**

Meetings of the Board of Directors shall be held a minimum of 4 times per year or as needed within the REMC geographically defined area at such date, hour and place as may be designated by the Board. Written or electronic notification of each such meeting shall be sent by the Corresponding Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be the majority of the Board. Meetings will be held in person or by electronic means in real time satisfying legal requirements or unanimous written consent.

## **SECTION 4 Special Board Meetings.**

Special Meetings of the Board maybe called by the President, and shall be called by the Corresponding Secretary upon receipt of a written or electronic notification request signed by at least three members of the Board. Such special meetings shall be held within the REMC geographically defined area at such a place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be transmitted by the Corresponding Secretary by electronic mail to each board member. at least 5 days and not more than 10 days prior to the date of the meeting. 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 Voting.**

Each Single, Household, or Lifetime member in good standing whose dues are paid for the current year shall be entitled to one vote at any membership meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or Election.

**SECTION 6 Attendance.**

Single and Household members are encouraged to attend two (2) Club meetings per year to retain their membership in the Redwood Empire Mastiff Club.

**ARTICLE IV Directors and Officers**

**SECTION 1 Board of Directors.**

The Board shall be comprised of the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, and two (2) Board Members at Large all of who 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 V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 2. Officers.**

The Corporation's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Board Members at Large shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings.

A. The President shall preside at all meetings of the membership and Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly defined in these Bylaws.

B. The Vice-President shall have the duties and exercise the duties of the President in case of the President's death, absence, or incapacity.

C. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office. The Corresponding Secretary will serve as membership secretary and as such receive membership applications, keep a roll of the members with their addresses and carry out any other such duties as are prescribed in these Bylaws.

D. The Recording Secretary shall keep a record of all meetings of the membership and Board and of all matters of which a record shall be ordered by the Corporation.

E. The Treasurer shall collect and receive all moneys due or belonging to the Corporation. He shall deposit same in a bank designated by the Board, in the name of the Club. The books shall be at all times open to the inspections of the Board and shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he shall render an account of all moneys received and expended during the fiscal year. The Treasurer ~~shall~~ may be required to be bonded in such amount as the Board of Directors shall determine.

F. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and three (3) other Board Members at Large. I

G. The two (2) Board Members at Large shall be responsible for duties to be determined by the Board.

**SECTION 3 Vacancies.**

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first Regular or Special Meeting following the creation of such vacancy. Except that the office of President shall be automatically filled by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

**SECTION 4 Interested Persons.**

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Club.

**ARTICLE V The Corporation Year, Annual Meeting, Elections**

**SECTION 1 Corporation Year.**

The fiscal year shall begin on the first day of January and end on the last day of December.

**SECTION 2 Annual Meeting.**

The Annual Meeting will be held in the month of April at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 5 of this Article. They will take office immediately upon conclusion of the election and each retiring officer shall turn over to his/her 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 two (2) nominated candidates for Board Members at Large who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4 Proxies.**

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

**SECTION 5 Nominations.**

No person may be a candidate in a Club election who has not been nominated. During the month of December, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his duty to call a committee meeting which shall be held on or before January 15.

A. The Committee shall nominate one candidate for each office and 2 candidates for the 2 other positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing by mail or electronic notification.

B. Upon receipt of the Nominating Committee's report, the Secretary shall, before February 1, notify each member in writing of the candidate so nominated.

C. Additional nominations maybe made at the February meeting by any member in attendance provided that the person so nominated does not decline when his name is proposer' and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person maybe a candidate for more than one position.

D. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

## **ARTICLE VI Committees**

### **SECTION 1 Appointments and Formation of Committees.**

The Board each year may appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, memberships and other fields which will 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 Resignation or Termination of Appointments.**

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee and the Board may appoint successors to those persons whose services have been terminated or have resigned.

## **ARTICLE VII Discipline**

### **SECTION 1 American Kennel Club Suspension.**

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

### **SECTION 2 Charges.**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club, breed or AKC Code of Sportsmanship. Written charges with specification must be filed in duplicate with the Corresponding Secretary together with a deposit of ~~\$10~~ \$100 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly ~~send~~ mail or electronic notification a written 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 jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks or more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

### **SECTION 3 Board Hearing.**

The Board shall have complete authority to decide whether counsel may attend; 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 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 is insufficient, it may recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the fellow members at the next membership meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary shall notify each of the parties in writing by mail or electronic notification of the Board's decision and penalty, if any.

### **SECTION 4. Expulsion.**

Expulsion of a member from the Club may be only accomplished at a meeting of the membership 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 membership to be held within 60 days but not earlier than 30 days after the date of the Board's recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting 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 to stand.

## **ARTICLE VIII Amendments**

### **SECTION 1**

Amendments to the Articles of Incorporation and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary. I

### **SECTION 2**

These Articles of Incorporation and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for this purpose; but the proposed amendment must be included in the notice of the meeting by mail or electronic notification to each member at least two weeks prior to the date of the meeting.



## **ARTICLE IX Dissolution**

### **SECTION 1**

The Corporation may be dissolved at any time by the written consent of not less than  $\frac{2}{3}$  of the members. In the event of dissolution of the corporation other than for the purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation. Upon the dissolution or winding up of the corporation, its assets remaining after payment of provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) as applicable, for the benefit of the dogs.

## **ARTICLE X Order of Business**

### **SECTION 1 Membership Meetings**

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

- Roll Call
- Minutes of Last Meeting
- Meeting Report of President
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meetings)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

### **SECTION 2 Board Meetings**

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
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

## **ARTICLE XI Parliamentary Authority**

### **SECTION 1**

The rules contained in the current edition of "Roberts Rules of Order, Newly Revised," shall govern at all meetings of the Corporation and its committees where consistent with these ~~Bylaws~~ and any other special rules of order the Corporation may adopt.

## **Article XII Miscellaneous Provisions**

### **SECTION 1 Indemnification**

To the fullest extent permitted by law, this Corporation may indemnify its directors, officers and other persons as described and permitted by the California Corporations Code.

### **SECTION 2 Insurance**

This Club shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **SECTION 3 Maintenance of Corporate Records**

This Corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of its members, board, and committees of the board; and
- C. A record of each member's name, address, and class of membership.

### **SECTION 4 Operating Manual**

This Corporation shall at all times maintain in permanent form an operating manual including, but not limited to the following:

- A. A checklist and schedule of all compliance requirements for maintaining legal status as a corporation and tax exemptions including all filings and correspondence with regulating state or federal agencies. These include but are not limited to the California Secretary of State, California Registry of Charitable Trusts, California Franchise Tax Board and the Internal Revenue Service.
- B. References sufficient to either document or locate applicable law governing the status and operation of this corporation.
- C. Advisory correspondence from legal counsel, other professionals, organizations or government agencies regarding operation of the corporation.
- D. Copies of all organizing documents of the corporation, applications for tax exemption and exemption determination letters.