

MUDI CLUB OF AMERICA, Inc.

CONSTITUTION

(That will be used as Articles of Incorporation with any additions that may be required by state law. Required additions will become part of the MCA constitution without further membership approval.)

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be the MUDI CLUB OF AMERICA, Inc. (MCA)

SECTION 2. The objectives of the Club shall be:

- (a) To promote the public's knowledge and appreciation of dogs in general and the Mudi in particular;
- (b) To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of the Mudi;
- (c) To support and promote study and research on the history, character, breeding, genetics and particular health problems of the Mudi;
- (d) To establish a National Data Base of resource materials about the Mudi;
- (e) To further understanding of the disease, defects, injuries and other ailments that afflict dogs in general and the Mudi in particular through monetary and volunteer assistance to dog-related charitable institutions;
- (f) To acknowledge and advance the critical role of an AKC recognized parent club in providing education, health research and support of rescue and reduction of overpopulation for the benefit of the general public, purebred dogs and the Mudi in particular;
- (g) To encourage sportsmanlike conduct and promote dog activities including sporting events, sanctioned matches, specialty shows, companion and performance events, and other such activities and events as may be held under the rules of the American Kennel Club, in furtherance of the above purposes;
- (h) To otherwise preserve and protect the Mudi and to do all things possible to bring its natural qualities to perfection;
- (i) 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 the Mudi shall be judged.

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 bylaws as may be required to carry out these objects.

MUDI CLUB OF AMERICA

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be 4 types of membership in the Mudi Club of America, Inc. (MCA) open to all persons who are in good standing with The American Kennel Club (AKC) and who subscribe to the purposes of this club.

(a) Regular members are US residents (or of its territories and possessions) who are age 18 years and older, and have maintained a membership in the MCA for at least one year. Regular members shall enjoy all club privileges including the right to vote and hold office.

(b) Associate members are US residents (or of its territories and possessions) who are age 18 years and older but who have not maintained a membership in the MCA for at least one year. Associate members shall enjoy all club privileges except voting and office holding.

The Board of Directors (the board) will hold a vote 12 months after an associate's membership application was first approved to move the associate into regular MCA membership.

(c) Foreign members are those who are not US residents (or of its territories and possessions) who are age 18 years and older. Foreign members shall enjoy all club privileges except voting and office holding.

If the foreign member becomes a resident of the US (or its territories and possessions) then the foreign member may apply for regular membership if he or she has maintained a membership in the MCA for at least 1 year. In this instance a vote will be held by the board to move the foreign member into regular membership upon receiving a membership application with current dues requesting this change.

(d) Junior members are those who are under 18 years. Junior members shall enjoy all club privileges except voting and office holding. When a junior member reaches age 18 he or she may apply for regular or foreign membership if membership in the MCA has been maintained for at least 1 year. At this time a vote will be held by the board to move the junior member into regular or foreign membership upon receiving a membership application with appropriate dues requesting this change.

(e) A member in good standing is a member whose dues are current and whom the AKC or the MCA has not suspended.

SECTION 2. Dues. Regular and associate membership dues are payable on or before the 1st day of January of the coming year. On or before the 1st day of November the Treasurer shall send to each regular and associate member a statement of dues. No regular member may vote whose dues are not paid for the current year. Foreign members and junior members pay no dues however they must sign a membership renewal form for the current year.

Membership applications received with current dues and elected by the board between January 1st and September 30th will be associate members in good standing thru December 31st of that year. Membership applications received with current dues and elected by the board after September 30th will be associate members in good standing thru December 31st of the following year.

Membership dues can be adjusted once a year. Changes in annual dues are subject to board recommendation and an affirmative vote of 2/3 of the regular members voting. Changes in annual dues take effect in the year following the affirmative vote.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the board that provides that the applicant agrees to abide by the MCA constitution and bylaws, and the rules of the AKC. The application shall require the name, address, e-mail address, phone number, and occupation of the applicant. Two regular members in good standing shall sponsor the applicant. The prospective member shall submit dues for the current year with the application.

All applications are to be filed with the Corresponding Secretary who will read each application to the board at the first board meeting following its receipt. The applicant may be elected by secret ballot at the next board meeting or by secret vote of the directors by mail. Election of an applicant requires an affirmative vote of 2/3 of the directors present at a board meeting, or of 2/3 of the entire board voting by mail.

An applicant who has not received the required number of affirmative board votes may be presented by one of the applicant's sponsors at the next annual meeting of the club. At that time the regular members may elect such applicant by secret ballot with an affirmative vote of 75% of the regular members present and voting.

The Corresponding Secretary will notify the applicant of acceptance or non-election within 14 days of voting. Applicants who have not been elected by the membership must wait 12 months before making another membership application.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and they become due upon resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings

SECTION 1. Annual Meeting. The annual meeting of the club shall be held during the month of August, September or October in conjunction with the club's specialty show if possible, at a place, date, and hour designated by the board of directors. The Corresponding Secretary shall send a notice of the annual meeting

to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 20% of the regular members in good standing.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the board members who are present at a board meeting or who vote by mail. Special club meetings shall be called by the Corresponding Secretary upon receipt of a petition signed by 5 regular members of the club who are in good standing. Meetings requested by a petition shall be held at a place, date and hour designated by the board of directors. Special club meetings shall be neither scheduled sooner than 30 days nor later than 60 days when called under these circumstances. The Corresponding Secretary shall send the notice of a special club meeting to each member at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for a special club meeting shall be 20% of the regular members in good standing.

SECTION 3. Board Meetings. Board meetings shall be held monthly at such times and places as are designated by the President or by a majority vote of the entire board. The Corresponding Secretary shall send a notice of each board meeting to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.

SECTION 4. Special Board Meetings. Special board meetings may be called by the President or by a majority vote of the board members who are present at a board meeting or who vote by mail. A special board meeting shall be called by the Corresponding Secretary upon receipt of a petition signed by 3 members of the board. Meetings requested by a petition shall be held at a place, date and hour designated by the President. Special board meetings shall be neither scheduled sooner than 7 days nor later than 14 days when called under these circumstances. The Corresponding Secretary shall send the notice of a special board meeting to each board member at least 5 days and no more than 10 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for a special board meeting shall be a majority of the board.

SECTION 5. Board Business. The board of directors may conduct business in person, by telephone conference call, mail, and/or fax provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail and fax must be confirmed in writing by the Recording Secretary within seven days.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers and four (4) other persons, all of whom shall be regular members in good standing who are residents of the United States. They shall be elected for one-year terms as provided in Article IV, 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 club's officers are the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The club's officers shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

(a) 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 bylaws.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) The Recording Secretary shall keep a written record of all meetings of the club and of the board, and of all matters of which a record shall be ordered by the Club, maintain a book of motions, and carry out such other duties as are prescribed in these by-laws. The Recording Secretary will maintain records of all voting, and assist in elections by ensuring that each regular member is eligible to vote and votes only once.

(d) The Corresponding Secretary shall have charge of all club correspondence except mailed secret ballots. The Corresponding Secretary will notify the board and club members of meetings, notify officers and board members of their election to office, notify new members of their election to membership, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these by-laws.

(e) The same person may hold the offices of Recording Secretary and Corresponding Secretary. In this case the board shall be comprised of 8 persons.

(f) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank approved by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every board meeting of the condition of the club's finances and every item of receipt or payment not before reported. A report shall be given at the annual meeting and an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such an amount as the board of directors shall determine.

(g) The same person may hold the offices of Corresponding Secretary and Treasurer. In this case the board shall be comprised of 8 persons.

(h) AKC® Delegate. The Delegate shall report on all actions and matters discussed at the AKC's Quarterly Meetings. If the Delegate is not a director or officer of the club then the Delegate holds a non-voting position at board meetings. If the Delegate is a director or officer of the club then the Delegate retains the voting rights and responsibilities of the other position during board meetings.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election by a majority vote of the members of the board; 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.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the 1st day of January and end on the last day of December.

The club's official year shall begin on the first day of the month following the election and shall continue through to the last day of the month of the election. The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. Voting shall be limited to regular members in good standing who are present at the annual meeting or at a special meeting of the club. Voting by proxy shall not be permitted. Voting for the annual election of officers, delegate and directors, amendments to the constitution and bylaws, and changes to the standard for the breed shall be decided by written ballots cast by mail by regular members in good standing. The board of directors may decide to submit other specific questions for decision of the regular members by written ballot cast by mail.

SECTION 3. Annual Election. The election of officers, directors and delegate to the AKC shall be conducted by secret ballot cast by mail by regular members in good standing. To be valid ballots must be postmarked by February 28th and returned to the Recording Secretary. The Recording Secretary shall hand the unopened ballots to the board selected election inspectors to open, count the ballots and then report back to the Recording Secretary. The election inspectors shall be three regular members in good standing who are neither members of the current board nor candidates on the ballot. The board may elect to designate an independent professional firm to send, receive and count the ballots for the annual elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If on March 1st any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. The board of directors shall choose a Nominating Committee before October 31st. The committee shall consist of three regular members from different areas of the U.S.A., and two alternates, all regular members in good standing, and no more than one of whom may be a member of the current board of directors. The board shall select the committee chair. The Nominating Committee may conduct its business by mail.

(a) The Nominating Committee shall nominate from among the regular members in good standing, one candidate for each office, four candidates for the board of directors, and one candidate for the AKC delegate. The committee shall procure the written acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Recording Secretary before December 31st. The Recording Secretary shall send the list, including the full name of each candidate and the state of residence, to each member of the club on or before January 15th, so that additional nominations may be made by the regular members if they so desire.

(b) Postmarked on or before the 31st day of January any regular member in good standing may make an additional nomination, provided that the person so nominated is also a regular member in good standing. The nominator shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate.

Except for the position of the AKC delegate, no person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before January 31st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are postmarked on or before January 31st then the Recording Secretary or the independent professional firm designated by the board shall mail a ballot to each regular member in good standing on or before February 15th.

The ballot shall list all of the nominees for each position in alphabetical order, with the names of the states in which they reside. The ballot shall be sent with a blank envelope and a return envelope marked "Ballot" and addressed to the Recording Secretary or to the designated independent professional firm. The return envelope shall also bear the name of the regular member to whom it was sent.

Each voter shall mark their ballot then seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Recording Secretary or designated independent professional firm. The election inspectors or designated independent professional firm shall check the returns against the list of regular members whose dues are paid for the current year before opening the outer envelopes and removing the blank envelopes. The election inspectors or designated independent professional firm shall certify the eligibility of the voters as well as the results of the voting in a written report to the Recording Secretary. The Recording Secretary shall send the results of the annual election to each member of the club on or before March 15th.

(e) Nominations cannot be made at any meeting or in any manner other than as provided above.

ARTICLE V

Committees

SECTION 1. The board may appoint standing committees to advance the work of the club in such matters as dog shows, trials such as for herding, obedience, rally, agility, or tracking, trophies, annual prizes, membership and other fields which may be well 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 by a majority vote of the full membership of the board. A written notice of the termination will be sent to the appointee. The board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from all 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 interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. The Corresponding Secretary shall promptly

send a copy of the charges to each member of the board or present them at a board meeting. 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 or the breed. If the board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club or of the breed, 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 or a committee of not less than three members of the board, not less than three weeks or more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified 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 or board committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board or board committee may by a majority vote of those present reprimand the defendant. (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "... member (X) was officially reprimanded as a result of charges filed by member (Y).") Or the board or board committee may suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting, which considers the recommendation of the board or board committee. Immediately after the board or board committee has reached a decision, its findings shall be put in written form and filed with the Recording 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 from the club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the board or board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The regular members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the constitution and bylaws, and/or to the standard for the breed, may be proposed by the board of directors or by a written petition addressed to the Corresponding Secretary and signed by 20% of the regular members 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The constitution and bylaws and/or the standard for the breed may be amended at any time. The Recording Secretary shall mail a copy of the proposed amendment to each regular member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots to assure secrecy of the vote. Each ballot shall contain a notice to specify a date by which the ballots must be postmarked on or before and returned to the Recording Secretary to be counted. This postmark return date can not be less than 30 days after the date the ballots were mailed to the regular members. The favorable vote of 2/3 of the regular members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. No amendment to the constitution and bylaws and/or to the standard for the breed that is adopted by the club shall become effective until the Board of Directors of the American Kennel Club has approved it.

ARTICLE VIII

Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the regular members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club or any proceeds thereof or any assets of the club shall be distributed to any members of the club. After payment of the debts of the club its property and assets 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 order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call

Minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

Election of new members

New business

Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. The rules contained in the current edition of Robert's Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

Draft recommended on May 8, 2012 by the 2012 board to go to the MCA membership for approval.

Approved by membership as of June 13, 2012.