

CONSTITUTION and BYLAWS

GREAT PYRENEES CLUB OF CALIFORNIA, INC.

(A California Non-Profit Corporation)

CONSTITUTION

Article 1- Name and Objects

Section 1. The name of the Club shall be the Great Pyrenees Club of California, Inc.

Section 2. The objects of the Club shall be:

(a) to encourage the responsible ownership of pure-bred Great Pyrenees and to do all possible to retain their natural qualities;

(b) to urge owners and Club members to accept the standard of the breed as approved by the American Kennel Club as the only standard by which Great Pyrenees shall be judged;

(c) to do all in its power to improve the breed and to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials, and by encouraging only responsible breeding. A broad based rescue network shall be maintained by supporting and assisting Great Pyrenees Rescue of Northern California, Inc. in its entirety, maintaining its own separate treasury, tax status and independent working structure, in its rescue and re-homing activities.

(d) to conduct sanctioned and licensed specialty shows and obedience trials under the rules and regulations of the American Kennel Club;

(e) to contact new Great Pyrenees owners within the Club's jurisdiction , acquaint them with the Club's aims, activities and services, and welcome them to membership.

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 amend such Constitution and By-laws as may be required to carry out these objects.

BYLAWS

ARTICLE I – Membership

Section 1. Eligibility

(a) Membership in the Club shall be open to all persons, eighteen (18) years of age and over, who are in good standing with the American Kennel Club, who subscribe to the objects of this Club and who meet the requirements of the remainder of this article.

(b) 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 immediate area.

(c) Members must reside in California or a contiguous state (Oregon, Nevada, Arizona, Hawaii) , with the majority of the total membership residing in the nine counties customarily considered a part of the Greater San Francisco Bay Area. Members living temporarily out of state may continue membership. Members who move out of the Club's jurisdiction during the Club year may conclude the year as members.

(d) Classification: There shall be three (3) types of membership

(i) Regular membership shall be for individuals or families.

(ii) Junior membership shall be a non-voting membership for those participating in Junior Showmanship with a Great Pyrenees.

(iii) Honorary membership may be conferred by the Board of Directors upon any individual who has performed outstanding service to this Club, the breed, or to dogs in general. Honorary members need not reside within the Club's jurisdiction.

Section 2. Dues:

Dues obligations shall be as follows:

(a) Initiation fees for new members and dues for regular members, for the ensuing Club year, shall be set annually by the Board of Directors, no later than January 31st. It shall be the duty of the Board at all times to keep the dues and fees as low as possible consistent with supporting the objects of the Club. Dues shall not exceed \$30.00 for individuals or \$40.00 for families without a vote of the majority of the membership. Junior members shall not pay dues if a parent or guardian is a member; otherwise, they shall pay \$10.00 per year.

(b) Individual regular members shall have one vote; family regular members shall have two (2) votes with voting privileges limited to two adults who are at least 18 years of age.

(c) Honorary members shall not be required to pay dues, nor shall they have the privileges of voting or holding office.

(d) Dues shall be payable on the first day of the first month of the fiscal year (May 1) and shall be delinquent on the last day of the second month of the fiscal year (June 30) . No member may vote or hold office whose dues are delinquent. The Treasurer shall send statements to Club members thirty (30) days in advance of the new fiscal year. Applicants for regular membership who apply after the sixth month of the fiscal year shall pay one-half (1/2) the annual rate. In addition, any family or individual adopting a Great Pyrenees from a reputable rescue organization, shelter or other like organization shall receive ½ off the annual membership rate.

(e) Each statement or invoice for membership dues shall carry the following reminder: "With renewal of membership, each member reaffirms his adherence to the Club Constitution and Bylaws and Code of Ethics."

Section 3. Membership Applications

(a) Each applicant for membership (in any class) shall apply on a form as approved by the Board of Directors of the Club, which shall provide that the applicant agrees to adhere to these Constitution and Bylaws, the Club's Code of Ethics, and the rules of the American Kennel Club. Applicants shall have read the Constitution and the Code of Ethics prior to submitting the application form.

(b) Original membership application, and each renewal form thereafter shall include space for member's e-mail address and a statement indicating whether or not member consents to receive Club communications via e-mail. Such authorization, which is revocable, will release the Club from any liability should the notification be received late or not received by the member due to circumstances beyond the Club's control.

(c) Applications shall be sent to the Membership Chairman with the applicant's agreement to adhere to the Club Constitution and Code of Ethics. At the time of submitting his application, the prospective member shall submit dues payment for the current year, plus an initiation fee. The initiation fee shall be set by the Board of Directors when Club dues are set, in accordance with Section 2a.

(d) Each applicant's name shall appear in the Club publication. If no objection is received by the Membership Chairman within thirty (30) days of such publication, the applicant shall automatically become a Club member. If an objection is

received, the application shall be considered at the next general meeting of the Club (see Article II, Sections 1 and 2) .

Section 4. Termination of Membership:

Membership shall be terminated by:

(a) 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. Such obligations include the return of Club property

(b) Nonpayment of dues - Membership shall be considered automatically terminated if a member's dues remain unpaid sixty (60) days after the first day of the fiscal year. Reinstatement may be obtained during the year of delinquency by payment of the full current year's dues and any outstanding obligations.

(c) Delinquency - Delinquency for a period of thirty (30) days in satisfying miscellaneous charges, including the return of Club property, shall be cause for suspension of membership privileges and shall be self-executing. Failure to pay miscellaneous charges within ninety (90) days shall terminate membership. Reinstatement may be made in the manner described in Section 4 (b) .

(d) Expulsion - A membership may be terminated by expulsion as provided in Article VII in this Constitution and Bylaws.

ARTICLE II - Meetings and Voting

Section 1. Club Meetings

There shall be a minimum of one (1) general business meeting per year at such hour(s) and place(s) as designated by the Board of Directors within the Greater Bay Area. The membership shall be notified a minimum of thirty (30) days in advance of any business meeting. The quorum for such meeting(s) shall be ten percent (10%) of the voting members in good standing.

Section 2. Special Club Meeting

Special Club meetings may be called by the Board of Directors. Also, upon receipt of a petition signed by ten percent (10%) of the members of the Club in good standing, the Corresponding Secretary shall call a special Club meeting to be held within thirty (30) days. The written notice of such meetings shall be

mailed by the Corresponding Secretary at least fifteen (15) days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no Club business other than the stated purpose may be transacted thereat. The quorum for such a meeting shall be ten percent (10%) of the members in good standing.

Section 3. Board Meetings

A minimum of six (6) meetings of the Board of Directors shall be held per year. A tentative calendar designing such meetings shall be established and published by the Board early in the Club year. Notice of any changes in such meetings shall be given by direct communication from the Corresponding Secretary to all Board members as soon as possible (and published, if sufficient time is available), preferably at least five (5) days prior to the date of the meeting. The quorum for Board Meetings shall be a majority of the Board. Except for those dealing with disciplinary matters, all Board Meetings shall be open to the membership, who are encouraged to attend to express their views and offer their suggestions.

Section 4. Special Board Meetings

Special meetings of the Board may be called by the President or shall be called by the Corresponding Secretary upon receipt of a written request signed by at least a majority of the Board. Such special meetings shall be held at such hours and places designated by the person(s) authorized to call such a meeting. Notice of any changes in such meetings shall be given by direct communication from the Corresponding Secretary to all Board members at least five (5) days prior to the date of the meeting; telephonic or electronic notice shall be accomplished at least three (3) days prior to the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 5. Publication of Agendas and Minutes

- a) An agenda of matters to be considered at a Board meeting shall, to the extent practical, be published in the official Club publication preceding the Board meeting.
- b) The approved minutes of any Board meeting and minutes of the general business meeting shall be published in the official Club publication immediately following each meeting.

Section 6. Voting

- (a) Individual regular members shall have one (1) vote; family regular members shall have two (2) votes.

(b) Honorary members shall not have the privileges of voting or holding office.

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

(d) An action ratified by mail vote of the membership shall not be altered at a General Membership Meeting at which fewer than two-thirds of the voting membership are present, nor by the Board of Directors.

Section 7 – Communication

Club may send members notification of Club meetings, events, dues notices, minutes and newsletters and Board members notification of Board meetings via email, provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control.

Members who do not wish to receive email will continue to receive communication via telephone, fax or U.S. Mail.

ARTICLE III - Directors and Officers

Section 1. Board of Directors

The Board of Directors shall consist of eight (8) members, three (3) of whom shall be Directors at Large; the remaining five (5) shall be the President, Vice President, Corresponding Secretary, Treasurer and Recording Secretary. In order to provide for our constitutionally-mandated rescue service, the Board of Directors shall include as one of the above at least one member of the Board of Directors of Great Pyrenees Rescue of Northern California.

(a) The term of office for each of the three (3) Directors at Large shall be two (2) years. One (1) Director shall be elected in each odd-numbered year, and two (2) Directors shall be elected in each even-numbered year.

(b) General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers

The Club's officers (President, Vice President, Corresponding Secretary, Treasurer, Recording Secretary) shall serve for terms of one (1) year or until

replaced. Officers may be removed from office, with or without cause, by the procedure in Section 4 (below). Officers are required to report (in person or via a written report) on new and old business conducted since the last Board meeting.

(a) The President shall preside at all meetings of the Club and shall have the duties and powers normally appurtenant to the office of the President. In case of the inability of the President to preside, the succession shall be as listed in the first sentence of this Article III (above) .

The President shall be responsible for establishing the agenda for meetings, checking with Officers to be sure they are following through on tasks and requesting written reports prior to the meetings and informing Board members of any issues or concerns of members immediately.

(b) The Vice President shall be responsible for maintaining liaison between the Club's committees and the Board of Directors and shall be responsible to the Board of Directors for the impartial investigation of any infraction of the Code of Ethics or Constitution and Bylaws. The Vice President shall have the power and shall exercise the duties of the President in case of the President's death, absence or incapacity.

(c) The Corresponding Secretary shall have charge of correspondence as directed by the Board and shall notify member of special meetings, notify all officers and directors of their election to office, and carry out such duties as are prescribed by these Constitution and Bylaws.

(d) The Treasurer shall keep a roll of the members of the Club with their addresses and shall collect and receive all monies due or belonging to the Club and receipt therefore. He shall deposit same, in a timely manner, in the name of the Club in a bank satisfactory to the Board of Directors . The books shall be open to inspection by the membership at all times and shall report the current condition of the Club's finances to the membership at each general business or Board meeting. Treasurer shall render to the membership, through the Board of Directors , an account of all monies received and expended during the previous fiscal year within thirty (30) days after the close of the fiscal year. Treasurer shall pay all obligations incurred by the Club upon due authorization of the membership or Board of Directors and shall retain vouchers or paid bills substantiating all disbursements during the term of office. Treasurer shall be responsible for the filing of all necessary tax forms. The books shall be examined annually by a committee appointed by the President and approved by the Board of Directors . All checks issued by the Treasurer shall be countersigned by another officer of the Club.

(e) The Recording Secretary shall keep minutes of all meetings, and the minutes shall at all times be open to inspection by members. Minutes of the general

business meetings and digests of the Board of Directors meetings shall be furnished to the Editor of the official Club publication for publication.

(f) Club Property - At the end of each term, the retiring Officers and Directors are to turn over to their successors all documents or files created during their term as well as any property belonging to the Club.

Section 3. Vacancies

(a) A vacancy is deemed to have occurred whenever a formal written resignation is delivered to the Corresponding Secretary. In the absence of a written resignation, the President's unexcused absence from 2 consecutive Board meetings or 3 meetings over a period of 1 year may constitute a vacancy of the position subject to Board action. In the absence of a written resignation, an officer's (other than the President) or Director's absence from 3 consecutive Board meetings or 4 meetings over a period of 1 year may constitute a vacancy of that position subject to Board action.

(b) With exception of the Presidency, which shall automatically be assumed by the Vice President, any vacancy occurring on the Board during the year shall be filled by appointment by the Board of Directors referring to the qualifications for the position. Such appointment shall be valid only until the next annual election.

Section 4. Removal of Officer or Director.

(a) The Board of Directors may vote to censure an officer or member of the Board. A quorum must be present and it takes a majority to adopt by ballot. When censuring the President, the Vice President presides. A Board member or director may not be censured more than once for the same action or behavior.

(b) If the Board of Directors feels an action stronger than censure is required, it may first request the resignation of the officer. If the officer chooses to resign, replacement is determined as in Article III, Section 3. If a resignation is not forthcoming, the Board of Directors shall schedule an election for that position. To do this, a quorum must be present and it takes a majority to adopt by ballot.

(c) The election shall be scheduled no less than 45 nor more than 60 days from the date of that meeting. The current office holder may choose to run to continue in office.

The election procedure shall substantially be as in Article IV, Section 5 (i)-(l) with the Board of Directors acting as the Nominating Committee; their nomination must be submitted to the Corresponding Secretary within 15 days. Any person who has the written recommendation by petition of ten percent (10%) of the membership shall be included on the ballot. Such petitions shall be sent to the Corresponding Secretary within 30 days of the date of the aforesaid meeting.

Ballots are due at the address of the Corresponding Secretary on a date specified on the ballot, but no later than 60 days after the aforesaid meeting.

(d) The person receiving the highest number of votes is elected to this office.

Article IV - Club Year, Annual Meeting, Elections

Section 1. Club Year

The Club's fiscal and official year shall begin on the first day of May and end on the thirtieth day of April. If a Club trophy is awarded on a time frame other than the Club year, the requirements shall be specified in the guidelines for the award of that trophy.

Section 2. Annual Meeting

There shall be a minimum of one (1) general business meeting per year at such hour(s) and place(s) as designated by the Board of Directors. The membership shall be notified a minimum of thirty (30) days in advance of any business meeting. The quorum for such meeting(s) shall be ten percent (10%) of the voting members in good standing.

Section 3. Special Club Meetings

Special Club meetings may be called by the Board of Directors. Also, upon receipt of a petition signed by ten percent (10%) of the members of the Club in good standing, the Corresponding Secretary shall call a special Club meeting to be held within thirty (30) days. The written notice of such meetings shall be mailed by the Corresponding Secretary at least fifteen (15) days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no Club business other than the stated purpose may be transacted thereat. The quorum for such a meeting shall be ten percent (10%) of the members in good standing.

Section 4. Elections

Voting is done in accordance with Article IV, Section 5 (i)-(l) below. The member receiving the greatest number of votes for each office shall be declared elected.

Section 5. Nominations

a) The Nominating Committee shall consist of three (3) members and two alternates. The committee shall be elected by ballot vote by the Board of Directors before December 30th .

The Board shall name a Committee Chairman whose duty is to call a committee meeting which shall be held by January 15th. No member may serve consecutive

terms on this committee. No more than one Board member may serve on the Nominating Committee.

(b) The Nominating Committee shall be responsible for nominating candidates for Club offices and Board of Directors positions.

(c) The Nominating Committee shall ascertain the eligibility of the candidates and shall discuss with each the job description and their desire to serve.

(d) All candidates for the office of President shall have been Club members for a minimum of three (3) consecutive years and, when possible, shall have served on the Board in any position for one year or served as chair of a major committee showing leadership skills. All candidates for the offices of Vice President, Corresponding Secretary, Recording Secretary or Treasurer shall have been Club members for a minimum of two (2) consecutive years. All candidates for Directors at Large shall have been Club members for a minimum of one (1) year.

(e) All nominations shall be reported to the Board of Directors by the Nominating Committee prior to February 20th.

(f) The Nominating Committee Chairman shall be responsible for forwarding to the Corresponding Secretary all nominations.

(g) Any person who has the written recommendation by petition of ten percent (10%) of the membership shall be included on the ballot. Such petitions shall be sent to the Corresponding Secretary prior to March 15th.

(h) Provision shall be made on the ballot for write-in candidates.

(i) The Corresponding Secretary shall prepare and mail ballots to all members eligible to vote, as defined in Article II, Section 6 .

(j) Voted ballots shall be delivered or posted to the Corresponding Secretary by April 20th.

(k) The Nominating Committee shall oversee the opening and counting of the ballots. The ballots and the envelopes shall be kept on file with the Corresponding Secretary for a period of ninety (90) days.

(l) If there is competition for any position up for election, the procedures in (f) , (i) , (j) , and (k) shall be followed. Otherwise the slate of candidates shall be declared elected as nominated without balloting.

ARTICLE V – Committees

Section 1. Appointments

Within thirty (30) days of assuming office, the President shall appoint the Editor of the official Club publication, an Historian, Membership Chairman and Webmanager. He shall also, as soon as feasible, appoint such other committee chairmen as he deems necessary. Such appointments shall be subject to the approval of the Board of Directors

Section 2. Termination

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 President, subject to approval by the Board, may appoint successors to those persons whose service has been terminated.

- (a) Club Property – At the end of each term the committee chairs are to turn in a copy of all documents or files created during their terms as well as all property belonging to the Club. This includes but is not limited to, copies of newsletters, Specialty binder and pictures, Club trailer, membership applications, etc.

Section 3. Club Publication

The Club shall keep its membership informed through an official Club publication published no less than four (4) times per year. The purpose is to provide timely dissemination of information. The inclusion of articles and items of general interest may be included in the publication. The Board shall maintain updated job descriptions for the positions of Editor and Webmanager.

ARTICLE VI – Discipline

Section 1. American Kennel Club Suspension

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

Section 2. Charges

- (a) Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written, signed charges with specifications shall be filed in duplicate with the Corresponding Secretary.

The Corresponding Secretary shall promptly notify the President who will assign it to the Vice President or other disinterested party for investigation. After the Investigation process, the Board shall have the option of exercising the complaint process on a less formal basis. This information shall be recorded in the minutes.

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, after the investigation, the Board of Directors decides the seriousness of the charge warrants further action, the Corresponding Secretary shall notify the complainant who, if appropriate, may file formal charges for the non-refundable fee of \$100.00 per charge. Then and only then, shall the matter go to a hearing.

The Corresponding Secretary shall promptly notify the Board of Directors, who shall make a date for a hearing not less than three (3) weeks or more than eight (8) weeks thereafter. Once the Board has met and discussed the charges the Corresponding Secretary shall send one copy of the original charges to the accused member via certified mail, return receipt requested together with a notice of the hearing and the defendant may appear in his own defense and bring witnesses.

(b) The Board of Directors may censure any persons who shall bring to its attention any matter which, upon investigation, shall be found to have been reported to it from malicious or untruthful motives or to have been based upon suspicion without foundation of fact or knowledge. Such censure and the reason therefore shall be recorded in the minutes.

(c) If the Board of Directors finds there is a matter which might be prejudicial to the best interests of the Club and the breed (including matters presented by non-Club members), it may appoint an impartial ethics committee which shall have the power to investigate any matter which it believes might be prejudicial to the best interests of the Club and the breed (including matters presented by non-Club members) and present its findings to the Board. If, after such investigation, the Board believes that sufficient evidence exists to warrant preferring charges against a person or persons, the ethics committee chair may do so by filing written charges in duplicate with the Corresponding Secretary, along with a notice of a hearing date, which shall be not less than three (3) nor more than eight (8) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail, return receipt requested, 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.

Only in the cases of charges filed by the ethics committee, appointed by the Board of Directors, is the filing fee of \$100 waived.

Section 3. Board Hearings

The Board of Directors shall have complete authority to decide whether counsel may attend a hearing, both the complainant and defendant shall be treated uniformly in this matter. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may by a majority vote of those present reprimand the defendant or may suspend him from all privileges of the Club for a period of not more than six (6) months from the date of the hearing. (However, if the Board deems reprimand or suspension to be insufficient punishment, it may also recommend to the membership that the penalty be expulsion.) Suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any. The Corresponding Secretary shall also notify the Editor of the official Club publication of the Board findings, and the findings shall be published (according to AKC procedure for announcing such disciplinary actions.)

Section 4. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon recommendation of the Board as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the right of appearing in his own behalf, although no evidence shall be taken at this meeting. The President shall read the charges and the finding of the Board and shall invite the defendant if present, to speak in his own behalf if he wishes. The membership, including the complainant and the defendant shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII - Amendments**Section 1.**

Amendments to this Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by ten percent (10%) of the membership. Amendments proposed by such petition shall be promptly considered by the Board of Directors.

Section 2.

The Constitution and Bylaws shall be amended in the following manner:

Proposed amendments and recommendations for consideration must be submitted to the membership by the Corresponding Secretary within sixty (60) days of the date when the petition was received by the Corresponding Secretary. Twenty-five (25) to thirty-five (35) days thereafter, a mail ballot shall be submitted to the membership, and such ballots shall be returned to the Corresponding Secretary postmarked prior to a date specified by the Board of Directors, which date shall be no less than fifteen (15) nor more than thirty (30) days after the ballots were mailed out. The Board shall open and count the ballots and the ballots and envelopes shall be kept on file for a period of ninety (90) days. In order for an amendment to pass, at least fifty percent (50%) of the membership must return voted ballots with two-thirds (2/3) of the votes being cast in the affirmative. Amendments shall take effect immediately after an affirmative count.

Section 3

A copy of each approved amendment shall be mailed to each Club member. Publication in the official Club publication shall fulfill this requirement.

ARTICLE VIII - Dissolution**Section 1.**

The Club may be dissolved at any time by the written consent of not less than three-quarter (3/4) of the membership in good standing. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but, after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, such organization to be selected by the Board of Directors.

ARTICLE IX - Donations, Endowments, Requests, Legacies, Trusts, Etc**Section 1**

Benefactors of the Club are to be encouraged to specify the purposes and use of gifts, including any restrictions. In the absence of donor instructions, gifts shall be used only for the betterment of the breed. All gifts shall be closely administered by the Board of Directors. When the amount from any gift or aggregate of gifts in

any one Club year is or exceeds ten thousand dollars (\$10,000.00) , the gift or gifts shall be subject to an annual outside audit. Unrestricted gifts shall not be commingled with other Club finds and shall not be used for trophies, social events or similar activities which are not directly associated with the betterment of the breed.

ARTICLE X - Code Of Ethics

Section 1

The Code of Ethics of the Great Pyrenees Club of California, Inc. as adopted by the Club, shall be a part of this Constitution and Bylaws.

ARTICLE XI - Order of Business

Section 1. General Meeting

At general 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 last meeting
- Officers' reports
- Treasurer's Report
- Report of Committees
- Unfinished business
- New business
- Adjournment

Section 2. Board meetings

At meeting of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of the minutes of the last meeting
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XII - Robert's Rules of Order

Section 1.

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Club in all cases to 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 or by established custom.

Code of Ethics

ARTICLE VIII - IMPLEMENTATION

Section 1.

All infractions of the Code of Ethics shall be treated as set out in Article VI, Section 2 of the GPCC By Laws.

Section 2.

Since this machinery has been established to prevent harmful gossip, any member who indulges in this sort of gossip rather than reporting an alleged violation for investigation shall be judged by the Board to be in willful violation of the Code and shall be subject to discipline.