



## Bylaws of KIM-Group North America

### § 1 Name, Location and Business Year

- I. The name of the club is: “*Verband für Kleine Münsterländer, Group North America*“ (subsequently called „GNA“). By virtue of GNA following the regulations of the German parent club, “*Verband für Kleine Münsterländer e.V.*” (subsequently called „Association“), and paying certain fees to the Association, GNA’s members also become members of the Association.
- II. GNA represents Canada and the U.S.A, in the Association, and is one of other regional clubs of the Association (subsequently called “Landesgruppen” or “Landesgruppe”).
- III. The registered office of GNA is 6805 Fox Run, Crystal Lake, IL 60012
- IV. The business year is the calendar year.

### § 2 Purpose

- I. GNA is a canine breed club. It has been established to secure, improve and diversify the breed stock of the Kleiner Münsterländer, subsequently called “KIM”, in North America. GNA unites breeders and friends of the KIM with the goal of breeding the classic KIM, which is a versatile hunting dog, well suited to the demands of all hunting environments in the field, water and forest. To achieve this goal, GNA will strive to breed KIM with a well-proportioned body, balanced temperament, excellent health, and superior hunting qualities. With our dogs we will practice ethical, humane hunting and thereby promote good sportsmanship and respect for North America’s diverse wildlife and their habitat.

In addition, GNA will:

- Educate hunters and the public on the history, use and characteristics of the KIM.
  - Promote the importance of wildlife and habitat preservation through education of club members and the public.
  - Strengthen the public image of the versatile hunting dog movement.
- II. GNA is a non-profit organization. Funds of the club may only be used for purposes stated in these by-laws. Members receive no financial benefit from the funds of the club or from expenditures which are alien to the purpose of the club.

### **§ 3 Regulations governing the activities of GNA**

GNA adheres to the rules, regulations and requirements established in the following documents of the Association in their current versions:

- a) Breeding Regulations including Breed Show, Breed Judge, and Breed Judge Training Regulations of the Association
- b) Bylaws of the Association

All KIM-GNA members will have access to translated copies of the above-mentioned documents.

The Breed Registry is maintained by the Association. Registration of kennel names is protected by the Association.

### **§ 4 Membership in the *Jagdgebrauchshundverband e. V. (JGHV)***

GNA is also a member of the *Jagdgebrauchshundverbandes e. V. (JGHV)* and recognizes the bylaws, the disciplinary regulations and the judicial codes of the JGHV and submits to these provisions as a member.

### **§ 5 Relationship to the Association**

- I. GNA recognizes the Bylaws of the Association and subjects its members to the code of conduct of the Association (§ 26 of the Association's bylaws). This also applies, if the Annual General Meeting of the Association agrees upon or changes the Bylaws with a qualified majority of the votes, contrary to the outcome of GNA's own vote.
- II. The Bodies of the Association (see § 10 of the Association Bylaws) can make decisions with binding effect on any aspect of the relationship between GNA and the Association, in so far as this does not violate the laws of the countries in which GNA functions.
- III. The Board of Directors of GNA shall inform the Board of the Association of personnel changes in the GNA Board, and the Association shall have the right to review the financial records of GNA.
- IV. The actions of GNA and the conduct of current business must not be contrary to the regulations of the Association and the decisions of its Bodies, nor to the interests of the Association and its members. While GNA follows the rules and regulations of the Association, it will, however, fully fulfill the laws of the country in which it functions. Under such circumstances, it will follow the spirit of the Association's regulations, while complying with the laws of its respective country.
- V. Although GNA pays fees to the Association and follows the breeding and other regulations of the Association, it is financially distinct and a separate entity from the Association.

### **§ 6 Membership**

- I. Any person interested in supporting the purpose of GNA can become a member upon application and compliance with the requirements of § 6.

- II. NONDISCRIMINATION: The qualification for membership or for holding office or an appointed position will be without regard to age, sex, religion, natural origin or other factors prohibited by law.
- III. Individuals or members who do not breed KIM in accordance with the Breed Regulations of the Association, as well as their spouses, family members and individuals living in the same household, may not be a member of the *Verband für Kleine Münsterländer e.V.*, or of GNA, or may be expelled at the request of the GNA Board. The same applies to the use of dogs or stud dogs.
- IV. GNA prohibits membership in non-recognized KIM/Small Munsterlander Clubs.
- V. The GNA Board decides on the written membership application. The new member receives membership rights only after payment of the first year's dues. The names of the new members shall be published in the magazine *Kleine Münsterländer* and in the Members Only section of the KIM-GNA website.
- VI. In the event of the rejection of a membership application by the GNA Board, the applicant can appeal. In similar fashion, within 4 weeks after publication of the new members, each GNA or Association member can appeal against the membership admission which has taken place. In both cases, the appeal is to be directed to the President of GNA. The Extended Board of the Association shall make a final decision on the appeal.
- VII. With acceptance of membership, the applicant submits to the provisions of the bylaws of the Association and GNA.
- VIII. Each member has the same rights and obligations. A member can belong to multiple Landesgruppen.
- IX. Members are obliged to pay dues. GNA sets the amount of the dues in advance, which are payable no later than January 31st of each calendar year.
- X. All members who have reached the age of 75 or have been members of a Landesgruppe for 40 years, are exempt from paying dues.

## **§ 7 Honorary Membership**

The GNA Annual Member Meeting can appoint GNA members, who have achieved special merits on behalf of GNA or the Association, as honorary members and honorary members as Honorary Chairpeople. If the honorary membership is linked to an exemption from paying dues, GNA must also still pay an annual membership surcharge for this member to the Association.

## **§ 8 End of the membership**

- I. Membership ends with death, withdrawal or dismissal.
- II. Membership withdrawal is to be announced to the GNA Board no later than one month before the end of the business year and will be effective at the end of the current business year.
- III. Members can be dismissed from GNA, if they
  - a. have grossly violated the interests of the Association or GNA,

- b. have grossly violated the provisions of the bylaws or breeding regulations,
  - c. have grossly violated the practice of humane, ethical hunting and have as a consequence been legally convicted,
  - d. have been guilty of dishonorable behavior.
  - e. do not fulfill their financial obligations to GNA.
- IV. The dismissal referred to in III above takes place by a decision of the GNA Board pursuant to the procedures described in § 9 below. Members who are in arrears longer than six months with their contributions can be dismissed without notification.
- V. The Association may dismiss any of its members pursuant to the terms of its Bylaws.
- VI. With the end of membership, all rights expire, in particular kennel registration with the Association.

### **§ 9 Proceedings against individuals**

- I. Proceedings against members of GNA can be initiated at the request of the GNA Board, if the individual:
- a. has grossly violated the interests of the Association or GNA,
  - b. has grossly violated the provisions of the bylaws or breeding rules,
  - c. has grossly violated the practice of humane, ethical hunting and have as a consequence been legally convicted,
  - d. has been guilty of dishonorable behavior.
- II. The motion must be submitted to the GNA Board within three months after knowing of the offenses or offense or after legal enforcement of the judgment.
- III. The GNA Board can impose on its member:
- a. A reprimand;
  - b. Withdrawal of honors and awards,
  - c. Fines up to \$1,500 in favor of the GNA,
  - d. Exclusion as a handler or judge at all test events of GNA, either temporarily or forever,
  - e. Exclusion as a breeder of GNA, either temporarily or forever,
  - f. Withdrawal of the KIM breed show judge license, either temporarily or forever,
  - g. Expulsion
- IV. The proceedings are governed by the regulations for the Honorary Council (as described in § 26 of the bylaws of the Association).

### **§ 10 Bodies**

The organizational Bodies of GNA are

1. The voting membership
2. The Board

## **§ 11 Member Meetings**

- I. The Annual Member Meeting shall take place at least once per year – if possible – before the Annual General meeting of the Association. Day, time, place and agenda shall be designated by the Board and published on the KIM-GNA website at least four weeks prior to the meeting, or communicated to the members by the GNA Board in writing. The Annual Member Meeting shall be convened for the purpose of reviewing and reporting on KIM-GNA and its activities.
- II. Each full member is entitled to participate in the Annual Member Meeting and the voting, if he/she has paid their dues for the current year. Voting rights may be exercised in person or by electronic means such as telephone or computer communications. Voting is conducted by hand, voice or other electronic means.
- III. The quorum for the Annual Member Meeting is at least 10 % of the members and a simple majority of the Board. The Secretary determines the members present and entitled to vote, before beginning the day's agenda.
- IV. By decision of the GNA Board, for which a two thirds majority is required, an extraordinary Member Meeting will take place. If at least 10% of the members desire an extraordinary meeting in writing, this has to take place within 4 months. The time limit begins with submission of request to the President. The request must contain a detailed written explanation and the motions. The Board shall set a date for an extraordinary meeting of GNA.
- V. Motions for the GNA Member Meeting can be made by all GNA members and the Board. The motions must be received in writing by the President of GNA not later than 1 month before the date of the Annual Member Meeting. Motions received later will only be dealt with at the Annual Member Meeting, if they are related to motions already submitted. The Annual Member Meeting will decide on dealing with other motions received later, which may not involve the bylaws, by a  $\frac{3}{4}$  majority.
- VI. The deadlines for IV and V for the convening of an extraordinary Member Meeting can be changed by the Board with a  $\frac{2}{3}$  majority. The deadline for the motions is at least 14 days.
- VII. Members of the Board of the Association have the right to participate in all Member Meetings of the Landesgruppen. They do not have voting rights, however.
- VIII. Minutes, signed by the President and Secretary, shall be prepared on the Annual Member Meeting and shall be sent to the President and the Administrative Director of the Association 3 weeks after the Annual Member Meeting.
- IX. Unless otherwise provided for, any motion will be decided by a simple majority of those voting.

## **§ 12 Tasks of the Annual Member Meeting**

- I. Present annual reports by Board members and Committees
- II. Discuss club objectives and activities
- III. Propose amendments to the bylaws of KIM-GNA

Proposed amendments will be voted on by mailed ballot or electronic means to the general membership. If possible, proposed amendments will be included with the Board election ballot. Amendments to the bylaws require a  $\frac{3}{4}$  majority of the votes received.

- IV. Determine dues and fees
- V. Approve the annual budget
- VI. Select delegates to attend the Annual General Meeting of the Association (see **§ 23** below)
- VII. Vote on motions to be proposed at the Annual General Meeting of the Association
- VIII. Initiate early dismissal of Board members

A motion to remove members of the Board can be made at the Annual Member Meeting, if their performance of official duties and other behavior are detrimental to GNA or the Association. The motion will be subject to vote by the GNA membership and determined by simple majority of the votes received.

### **§ 13 Board**

- I. At a minimum, the Board consists of the following positions (hereinafter "Officer Board Positions"):
  - President and
  - Vice President,
  - Secretary,
  - Treasurer,
  - Breed Warden
- II. The Officer Board Positions are elected for four year terms.
- III. Up to three additional members beyond the Officer Board Positions may be appointed to the Board for two year terms ("Additional Board Members"), at the discretion of the current Board.
- IV. The Board is responsible for all operational matters of GNA based on the bylaws of the club except those that are expressly reserved for other bodies.

The Board conducts meetings by telephone at a time designated by the President. GNA members are notified by the President of the day and time of the call at least 7 days before the meeting. The President formulates and distributes a meeting agenda before the call, which is compiled from suggestions from Board and club members.

The Board can propose changes to the bylaws at any time, which require a  $\frac{3}{4}$  vote in favor of the proposal of those members responding to a mail or email ballot sent to the full membership. Any substantial changes will need to be presented to the Association for approval.

- V. The President and Vice President have the sole power of legal representation of GNA.

- VI. A person may exercise several Officer Board Positions at the same time, however, the Board must consist of at least 3 people.
- VII. The Board will appoint an International Representative, ideally with some knowledge of German, who will serve as a liaison with the Association and Representative to KIM-International. The Board can also create other appointed positions which shall be nominated by the President and confirmed by a majority vote of the Board. These positions might include Director of Testing, Director of Judge Development, Director of Promotions, Webmaster, Merchandise Coordinator and others. Board members may serve collaterally in these positions.
- VIII. Prior to sending out the ballots during an election year, the Board shall identify whether any additional Board member positions should be elected (not to exceed three).

#### **§ 14 President**

- I. The President shall preside in the Board and at the Annual Member Meeting.
- II. He/she convenes the meetings and signs the minutes of the meetings.
- III. He/she governs the affairs of the Landesgruppe that are assigned to him/her, ensures the implementation of the decisions of the bodies of the Landesgruppe and the Association, and ensures that all matters of the Landesgruppe are properly taken care of.
- IV. According to internal guidelines, the President represents the Landesgruppe both in and out of court.
- V. He/she monitors the financial obligations of the Landesgruppe.

#### **§ 15 Vice President**

- I. According to internal guidelines, the Vice President can only represent the Landesgruppe if the President is not able to perform his or her duties.
- II. The Vice President shall be the Chairperson of the Committee to plan and execute the KIM-GNA Conference.

#### **§ 16 Secretary**

- I. The Secretary prepares the minutes of the Annual Member Meeting and the meetings of the Board, and then co-signs them.
- II. If necessary, the Board member holding the office of President may appoint a meeting Secretary.
- III. The Secretary administers the correspondence and the membership directory of the Landesgruppe.

## **§ 17 Treasurer**

- I. The Treasurer manages the assets, pays the financial obligations and prepares the annual report of the Landesgruppe. He/she collects the fees.
- II. The Treasurer creates the budget for the coming business year. This is to be approved at the Annual Member Meeting.
- III. The Treasurer prepares an Annual Report for the Annual Membership Meeting.
- IV. The Treasurer shall make the books available to the Board or Association upon request.

## **§ 18 Breed Warden**

- I. The Breed Warden supervises the breeding activities of the Landesgruppe in close cooperation with the Breed Warden of the Association.
- II. The Breed Warden must consult with breeders on the pairings and has to ensure, that the Breed Registry Office of the Association receives all the necessary documents and information for registration.

## **§ 19 Auditors**

Two auditors are elected from the membership for a two year term, in alternating years, so that each year one retires. The Auditors are to annually check the accounts of the Landesgruppe and to report on the outcome of the review to the Annual Member Meeting.

## **§ 20 Elections**

- I. Prior to November 1<sup>st</sup> of an election year, Board members shall be elected by mail ballot. The elections shall be by popular vote and a majority of those voting shall be necessary to elect a candidate in each case.

The Officer Board Positions are elected for four year terms. The President, Vice President and the Breed Warden shall be elected in the same year. The Treasurer and Secretary shall be elected two years later.

- II. A Nominating Committee of two non-Board members and one Board member shall be appointed by the President. The President will designate a Chairperson of the Committee. The committee will solicit nominations from the membership but also give consideration to others it considers qualified. The committee members may not nominate themselves. Consideration should be given to presenting at least two candidates when more than one is qualified. Eligible members nominated by the committee by 1 August of the election year will appear on the ballot. The Secretary will send ballots with the nominations of the Committee to the members for a vote no later than October 1st. The ballots will be returned to the Chairperson of the Nominating Committee for the vote count. The winner of the election for an Officer Board Position is the candidate receiving a majority of the votes for that respective position.
- III. Winners of the election for Additional Board Member positions shall be the candidates receiving the majority of the votes for those respective positions.



- IV. No ballots received with a postmark after November 1<sup>st</sup> will be counted. The election result tallies will be relayed to the Board and the Nominating Committee simultaneously. Elected Board members take office on January 1<sup>st</sup>, following the election.
- V. In the event a Board member resigns or is removed from office, the Board, by majority vote, will appoint a member to complete the term of office. In the case of the President, the Vice President will assume the office of President, and the Board will appoint a Vice President.

## **§ 21 Indemnification**

- I. GNA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board member, club officer or committee member against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of the GNA Board who are not at that time parties to the proceeding.
- II. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- III. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified person under this Section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- IV. This Section constitutes a contract between GNA and the indemnified officers and directors. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified officer or director under this Section shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.
- V. The Board of GNA may obtain liability insurance for GNA and its officers and directors.

## **§ 22 Public Relations**

The President is responsible for the public relations work of the Landesgruppe, but can be supported by other Board and club members.

## **§ 23 Delegates**

- I. For the representation of the Landesgruppe at the Annual General Meeting of the Association, one delegate is to be elected for each commenced 100 members in the Annual Member Meeting.

- II. The President is a delegate by office.
- III. The Annual Member Meeting can only transfer its votes at the Annual General Meeting of the Association to the President or to an elected delegate or assign several delegates with a simple or multiple voting rights.
- IV. Delegates should be experienced hunters and versatile hunting dog people, have several years of membership in the Association, and preferably have experience in the Association's work. The Landesgruppen must ensure that the delegates are adequately informed about the issues pending in the Annual General Meeting.
- V. The delegates are bound to the resolutions of the Landesgruppe, otherwise, they are free in their decisions.

## **§ 24 Regional Chapters**

Regional Chapters may be established within North America to better serve a growing membership. The number and boundaries of new Chapters will be determined by the Board as a reflection of the regional distribution of the membership. Regional Directors will be elected from and by the KIM-GNA membership within the respective geographical region.

The Regional Directors shall perform the following duties:

- Represent their region at all Board meetings.
- Develop and maintain the Chapter's activities within their respective regions.
- Appoint regional committees as necessary.

## **§ 25 Testing and Breed Shows**

Association tests and breed shows are prepared by the Landesgruppen (GNA) and carried out under their own authority. The results of such events are to be communicated to the Press Officer of the Association within four weeks.

## **§ 26 Disputes**

In the case of corporate disputes between the Landesgruppen (GNA) and their bodies or between the Association and the Landesgruppen (GNA) or its bodies, the arbitration court set up at the JGHV is responsible. The arbitration rules and the association arbitration rules of the JGHV are declared binding in this respect.

## **§ 27 Dissolution**

If the membership decreases to fewer than seven, the Landesgruppe (GNA) shall be dissolved. The Annual Member Meeting may also decide on the dissolution for other reasons. It determines a liquidator at the same time and decides on the use of the assets of the Landesgruppe (GNA).

Dissolution of the Landesgruppe (GNA) requires a  $\frac{3}{4}$  majority by mailed vote.

With dissolution or suspension of the club or the cessation of non-profit purposes, the assets of the club shall be used directly and exclusively for non-profit, charitable purposes as determined by the GNA Board, including the option of delivering the assets to the Association.

**§ 28 Effective Date**

The bylaws come into effect on January 1, 2015. Amended December 1, 2019.