

**By-laws of
United Rottweiler Klub of America Inc.**
A division of Rottweiler Klub of North America Inc.
Incorporated in the State of Michigan May 2017 as a non – profit organization

**Article 1.
Name of Club**

- 1) The corporate name of the club shall be Rottweiler Klub of North America Inc. RKNA Inc. USA
- 2) The Rottweiler Klub of North America, Inc shall do business as United Rottweiler Klub of America Inc. URKA Inc.

**Article 2.
Offices**

- 1) The Club is incorporated under the Non-Profit Corporations Act of the State of Michigan.
- 2) The registered address of the Club shall be the home address of a Club officer or designate as determined by the Directors.

**Article 3.
Objectives**

- 1) The objectives of the club are to achieve the following through public education:
 - a) To preserve the Rottweiler in association with the Allgemeiner Deutscher Rottweiler Klub (ADRK) Breed and Performance Standards
 - b) To promote the Standard Evaluation and Breed Tests (Ztp) as a foundation for breeding.
 - c) To promote the sport of IGP (International Gebrauchshund Prufung – International Working Test)
 - d) To promote ADRK style breed shows that evaluate the conformation of the Rottweiler as the FCI (Federation Cynologique Internationale) breed standard, while educating the owners and participants.
 - e) Promote, qualify and license Member Clubs in the United States, so that they may conduct ADRK style Breed Shows, IGP trials and other sanctioned events to further the objectives of the Club.
 - f) Promote any other tests and evaluations that aid in the development and maintenance of the Rottweiler as a working breed and family companion, and to encourage member clubs to implement these tests.

g) To educate Club members on genetic health concerns facing the Rottweiler and to promote the importance of health testing before breeding.

h) The Club shall not be conducted or operated for profit, and no part of any profit or remainder or residue from dues or donations or any other revenue shall accrue to the benefit of any member of the Club or any other individual.

i) The Club is organized exclusively for charitable, scientific and educational purposes under section 501(c)(3) of the Internal Revenue Code.

Article 4. Government

A. The Club will have members

B. The business, property and affairs of the Club shall be managed by the Executive Board, (Officers and Directors).

1) The Executive Board (EB) of the Club shall be comprised of:

a) Four (4) Officers:

- i) President
- ii) Vice President
- iii) Secretary
- iv) Treasurer

b) And Directors:

- i) Director of Regions
- ii) Breed Warden
- iii) Administrator of Records
- i) Director at Large

The Executive Board shall have the sole discretion to add up to two Director at Large directors to the Executive Board when in the Executive Board's opinion, the needs of URKA warrant this position. If the Executive Board decides that there is a need for a Director at Large, the position may be elected by the members at the AGM or appointed by the Executive Board for a term as determined by the Executive Board providing the term is no longer than two years.

2) Duties of the Officers and Directors

a) **The President** shall preside at all meetings and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws or the URKA Inc. Policy Manual.

b) **The Vice President** shall have the powers to exercise the duties of the President in cases of the President's death, absence, incapacity or unwillingness to act; and shall at other times carry out such of the presidential duties as the President assigns to him/her. Further duties shall be specified in the URKA Inc. Policy Manual.

c) **The Secretary** shall keep minutes of all meetings of the Club and the Executive Board. The Secretary shall have charge of the correspondence, notify members of meetings, notify officers of their election to office, and keep a roll of members of the Club with their addresses. The Secretary shall prepare paperwork and perform other duties as specified in the URKA Inc. Policy Manual.

d) **The Treasurer** shall collect and receive all money due or to become due belonging to the Club and receipt; therefore, report to the Executive Board, at every meeting, the condition of the Club's finances; see that the necessary banking forms are completed as required, and that all signatures specified in the by-laws are obtained;

Assure that all membership records are kept in order by recording payments, sending out renewal notices, keeping record of lapsed members and ensuring new members receive benefits under their application. At the Annual General Meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer will maintain the books, records and seal of the Club, and carry out such other duties as are prescribed in these bylaws or policy manual assists the Executive Board in executing the Club activities. The Treasurer shall ensure all required US and state tax returns and filings are filed on time as required under the State of Michigan laws in which it is incorporated.

~~e) **The Director of Regions (DOR)** shall govern all Regional Directors as outlined in the URKA Inc. Policy Manual. The DR shall review all event request forms to ensure allowed Judges are being requested and no conflicts regarding dates of events are noted. Shall work with the DR to assist new clubs. Additional duties will be outlined in the URKA Inc. Policy Manual.~~

e) **The Director of Regions (DOR)** shall be the liaison between URKA member clubs and the Executive Board, shall update clubs on new policies, and request feedback when required. Receive and review all event request forms to ensure approved Judges are being requested and that no conflicts regarding dates of events are noted, to oversee Judges' contracts. Shall assist new clubs and other duties as required.

f) **The Breed Warden (BW)** shall maintain an area on the website that provides URKA Inc. Members and the public with current information to educate members on correct temperament and genetic health concerns facing the Rottweiler and promote the importance of health testing before breeding.

g) **The BW** will encourage breeders to adopt the FCI standard of the Rottweiler. The BW will promote and encourage URKA Inc. members to voluntarily obtain URKA Inc. issued Litter Registration Certificates that verify the sire and dam of litter meet the URKA Inc. qualification for breeding. These requirements will be aimed towards health and temperament testing, the Standard Evaluation (SE) and ZTP. The URKA Inc. policy on Breed Certificates will be maintained in the policy manual.

h) **The Administrator of Records (AOR)** will receive all paperwork involved in shows and trials. Paperwork will be audited and organized by club, and by club event. A full description of duties and responsibilities shall be specified in the URKA Inc. Policy Manual.

i) **The additional Directors at Larges** shall, if added by the Executive Board, further the goals of the society. A description of the expected roles is to be provided to the membership prior to elections. Directors at Large can be elected or interim appointed by the Executive Board until the following election.

3) Duties of the Executive Board (EB)

a) Officers and Directors of the Club are responsible for the overall management of the Club.

b) Officers and Directors of the Club are responsible for the maintenance of the URKA Inc. Policy Manual. Changes to the policy manual are to be presented to the membership by email or posting on the member's only forum on the URKA Inc. website.

c) Officers and Directors of the Club are responsible for the maintenance of the Policy and Procedures of Misconduct in which fines and or suspensions can be implemented. When dealing with such matters, the Board of Directors represents RKNA Inc., its members, and people who participate in URKA Inc. events.

Article 5. Individual & Family Membership

1. Membership Year

The Membership dues are payable annually based upon when the member joins.

2. Membership Eligibility

a. Membership shall be open to all persons eighteen (18) years of age or older who subscribe to the objectives of the club in Article III.

b. The URKA Inc. Membership Application must be completed and submitted with the appropriate dues.

c. New members must be approved by majority vote of the Executive Board.

3. Classes of Membership – There shall be two (2) classes of membership:

a. Individual – One (1) person eighteen (18) years of age or older

b. Family – Includes two (2) persons eighteen (18) years of age or older residing in the same household.

4. Rejection of Membership

The Executive Board reserves the right to reject the membership of anyone whom they deem unsuitable for URKA Inc. membership.

5. Rights of Members in Good Standing

- a. An Individual Member shall enjoy all the rights and privileges of the Club, including the right to vote and hold office. In the case of a Family Membership, both the first and second members shall enjoy the same rights.
- b. Members shall receive a copy of the Club's By-Laws, a membership card, access to the "Members Only" online forum, and access to any other forms of Internet groups for members only.
- c. A member in good standing is defined as a member who is current with their membership dues who has not been moved into "Not in Good Standing" status due to disciplinary action as per the URKA Inc. Policy and Procedures of Misconduct.
- d. Not in good standing is defined as a member who has been reprimanded under the "Policy and Procedures of Misconduct" and moved into Not in Good Standing by the Executive Board.

6. Termination of Membership

- a. Any member in good standing may resign from the Club upon providing written notice to the Secretary.
- b. A member will cease to be a member if that member's dues remain unpaid after 30 days of the due date.
- c. A member shall cease to be a member by expulsion as provided for in Article 5, Section 7 titled Expulsion of a Member.

7. Expulsion of a Member

- a. Any member whose conduct or attitude has been deemed by the Executive Board to be detrimental and not in the best interests of the Club and its members, may have their membership revoked by 2/3 vote of the Executive Board.
- b. The member will be notified in writing that may be delivered either by email or by mail.

Article 6.

Individual & Family Membership Dues

1. Changes to Membership Dues shall be voted on at any General Meeting or at the Annual Membership Meeting in the current fiscal year.

Article 7.
URKA Inc. “Member Club” Application for Membership

1. To become a Full Member Club of the URKA Inc., the club must:
 - a. Provide an Application of Intent in writing to the Executive Board as outlined in the policy manual.
 - b. The Application of Intent must be accompanied by a list of three (3) URKA Inc. Members in good standing who support the application.
 - c. The requirements for the Application of Intent shall be defined in the URKA Inc. Policy Manual.
 - d. Pay the designated Club Membership dues once the application has been approved.
 - e. Agree to adhere to the By-Laws of the URKA Inc., follow the URKA Inc. Policy Manual, and follow all other policies and directives as set forth by the URKA Inc. Executive Board.
2. There shall be two (2) types of Club Memberships:
 - a. Full Club Membership
 - i. A Full Local Club Membership is approved and sanctioned by the URKA Inc. to conduct ADRK style breed shows, Standard Evaluations (SE), Zuchttauglichkeitsprüfung (ZTP), IGP Trials, and other events sanctioned by the URKA Inc.
 - ii. A Full Local Club Member shall have a minimum of three (3) adult members age eighteen (18) years of age or older.
 - iii. All Full Club Member club presidents and trial and event secretaries must be members of the URKA Inc. in good standing.
 - b. Associate Member Club Membership
 - i. An Associate Club Member club cannot hold Breed Shows, IGP trials, SE or ZTP events.
 - ii. An Associate Club Member club can hold Seminars, Workshops and other events upon the approval of the URKA Inc. Executive Board.
 - iii. An Associate Club Membership can be upgraded to Full Club Membership after an Application of Intent has been received and approved by the Executive Board. The URKA Inc. Policy Manual will outline further requirements, expectations, procedures and rights of Member Clubs.
3. Approval of URKA Inc. Club Membership
 - a. The Executive Board will approve all Member Clubs before Club status is granted.
 - b. Existing Member Clubs will be notified that an application is being considered.

- c. If an existing Member Club in good standing wishes to protest the application of the applying club, they may do so by sending, in writing, the reasoning for their objection.
- d. The Executive Board will consider the letter of protest. It is the Executive Board's duty to seek resolution, but it is the right of the Executive Board to approve or deny the application.

4. Termination of Club Membership

- a. Any Member Club in good standing may resign from the URKA Inc. upon providing written notice to the Secretary.
- b. A Member Club whose conduct or attitude has been found by the Executive Board to have been detrimental, and not in the best interests of the URKA Inc. it represents, may have their club membership revoked. The Member Club president will be notified in writing that may delivered by email or by mail.
- c. A club that fails to follow procedures for payment of dues, filing of event paperwork and listing fees as outlined the URKA Inc. Policy Manual may be removed from full Member Club status.

Article 8. URKA Member Club Membership Dues

1. The Fiscal Year shall be January 1st through December 31st.
2. Local Club Membership Dues for the following fiscal year shall be voted on at any General Meeting or at the Annual Membership Meeting in the current fiscal year.

Article 9. Elections of the Executive Board

1. The election of the Executive Board shall take place at the Annual General Meeting (AGM) which shall be held in the third or fourth weeks of January. No member may serve on the Board more than two consecutive terms. All Officers and Directors shall be elected for a two-year term and shall serve until their successors are elected. (effective from Jan 2023 forward) Election of Directors will alternate in years, only half of the Director/Officer positions will be up for renewal. President, Secretary, Breed Warden and Admin of Records will be in even years and the Vice President, Treasurer, Director of Regions, and Directors at large will be in odd years. Description for the Director at Large positions are determined by the Executive Board.
2. No member may hold more than one (1) Executive Board position at any one time but may perform the duties of a vacant position if need be.
3. Majority vote of those members present during the election shall be sufficient to elect an Officer or Director.
4. Election voting may be held by ballot or electronically by a third-party voting system. Voting results must be available for member review upon request.

5. The results of said election shall be published in the meeting minutes then sent out to members by email and/or posted in the Club's Facebook private group page and/or Club's website, which will constitute official notice to each member of the results of the annual election.
6. The elected Executive Board shall take office immediately following the vote tabulation at the Annual General Meeting. Each Officer and Director, upon the expiration of their official term, shall transfer all property and records of that office to their successor within 1 week.
7. Only URKA members who have been a member for a minimum of one year and are in good standing can be elected to serve on the Executive Board.

**Article 10.
Removal from the Executive Board**

1. *Resignation.* Any member of the Executive Board may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in Article 11 of the bylaws.
2. An Executive Board member may be removed from office ~~for cause or~~ without cause by vote of the majority members entitled to vote at an election of directors, upon the recommendation of the remaining Board members.
 - a. Procedure to remove a member of the Executive Board. Written notice shall be given to the offending director detailing the reason for the proposed dismissal. The offending director will have 7 days to respond to the notice. After 7 days the Executive Board is to arrange for a special meeting as per Article 14.C, detailing the reasons why the offending director should be removed from office.
 - b. Voting must be conducted in the same way a director is voted into position. The offending director is permitted to attend the special meeting to offer a defense and comment.

**Article 11.
Filling of Executive Board Vacancies**

Any vacancies occurring on the Executive Board during the year ~~shall~~ may be filled until the next Annual Election by a majority vote of the remaining 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. The board may fill a vacancy with any member in good standing regardless of how long the member has been a member of URKA, provided that the person is eligible to serve pursuant to MCL 450.2514.

Article 12.
Executive Board Meetings

- 1. Regular Meetings of the Executive Board** may be held at the time and place as determined by resolution of the board without notice other than the resolution.
- 2. Special Meetings of the Executive Board.** Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.
- 3. Meeting by Telephone or Similar Equipment.** A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 4. Waiver of Notice.** The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 5. Quorum.** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 6. Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding
7. The email address on file with the URKA Inc. shall be accepted as the signature of the Director when conducting URKA Inc. business

Article 13.
Committees

1. The president shall have the power to create committees to further the activities of the club, pursuant to MCL 450.2527.
 - a) Each committee, shall consist of one or more directors and may also include individuals who are not directors, as may be designated by the Board of Directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member, all committees designated by the board shall serve at the pleasure of the board.

2. The President may appoint committee chairpersons or have the committee members elect a chairperson.
3. If the chairperson of said committee is appointed by the President, then he/she shall select the remaining members of the committee based on applicants from members of good standing.
4. Once a committee has been created, the Executive Board will advise the membership and open the committee to applicants from members in good standing. If a committee chairperson has not been appointed, then the Executive Board will select members based on the applicants. Committees can operate with one to five members.
5. Committees report to the President who resides on all committees, the President can also appoint another Director to reside on the committee.
6. Any committee appointment may be terminated at any time by the President, for cause shown, with the concurrence of the Executive Board.
7. Any appointment by the President under article 13 is subject to approval by 2/3 vote of the Executive Board.
8. No committee can take action that is binding on the URKA Inc. without approval of the Executive Board.

Article 14. Meetings

1. Meetings of the Club may be held in person, or by remote communications.
2. The Secretary, or acting secretary, at all meetings shall take attendance.
3. There shall be three (3) types of Club meetings:
 - a. Regular Meetings – The Club ~~may~~ shall hold regular meetings ~~at least once per calendar year~~ with at least fourteen (14) days written notice by email or by mail, to members prior to the meeting date.
 - b. Annual General Meeting (AGM) – The Annual General Meeting shall be held within the third and fourth weeks of January at such time and place as specified by the Executive Board, with at least fourteen (14) days written notice by email or by mail, to members prior to the meeting date. ~~If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.~~
 - c. Special Club Meetings – Special Club Meetings may be called by the President, ~~by a majority vote of members of the Executive Board~~ ~~by any two directors~~, or by the Secretary upon receipt of a petition signed by 10% of Club members in good standing. An email from the registered email address of a member is considered signed.
 - i. Special Club Meetings shall be held either online or in person as such time and place as to be determined by a majority vote of the Executive Board.
 - ii. The Secretary shall send notice of such meetings to the members at least fourteen (14) days written notice by email or by mail, to members prior to the meeting date.

iii. Such notice shall state the purpose of the meeting and no other Club business shall be conducted at such meeting.

4. The Quorum for all Regular Meetings, Annual General Meetings and Special Club Meetings shall be 40% of the members in good standing and shall include at least one member of the Executive Board.

5. Amendments to the bylaws may only be made at Special Meetings and the Annual General Meeting based on 2/3 majority votes of those **members in attendance**. The quorum is 50% plus 1 of members in good standing

6. Each member in good standing shall be entitled to one (1) vote at any Regular Meetings, Annual General Meeting and Special Club Meetings. Voting may be by ballot or by electronic transmission using a third party voting application. Voting may also be conducted by voice vote, providing the Secretary records the number of Yays, Nays and Abstains.

7. Election of the Executive Board is governed solely by Article 9 Section 3, Elections of the Executive Board.

8. The Order of Business at all Regular Meetings and Annual General Meetings of the Club shall be as follows:

- a. Roll call
- b. Reading of the last meeting minutes
- c. Matters arising from the minutes
- d. Report of the President
- e. Report of the Secretary
- f. Report of the Treasure /Membership Officer
- g. Report of the Committees
- h. Old business
- i. New business
- j. Adjournment

9. The Order of Business at all Special Club Meetings of the Club shall be as follows:

- a. Roll call
- b. New business
- c. Adjournment

10. The Order of Business at all Executive Board Meetings of the Club shall be as follows:

- a. Roll call
- b. Business as per agenda
- c. Adjournment

**Article 15.
Remuneration**

1. No Executive Board member or other active member of this Club shall receive any remuneration for his/her services, however, shall be entitled to be reimbursed for expenditures authorized by the Executive Board.

**Article 16.
Annual Financial Reporting**

1. The Treasurer shall present a balance sheet and income statement of the year's financial operations and shall be reviewed by two (2) appointed members in good standing with the Club prior to the Annual General Meeting. The reviewed reports will then be presented at the AGM. The reports shall then be filed as required under the laws of the State of Michigan

**Article 17.
Dissolution of the Club**

1. The Club may be dissolved at any time. In the event of the dissolution of the Club, none of the assets or property of the Club shall be distributed to any member of the Club. After payment of the debts of the Club its assets and property shall be given to or sold and the money raised will be given to a 501(c)(3) charitable organization for the benefit of the Rottweiler.

~~Article 18.
Parliamentary Authority~~

~~1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the URKA in all cases in which they are applicable and in which they are not inconsistent with the Michigan Non-Profit Corporation Act, these bylaws and the any special rules of order that URKA may adopt."(Removed Roberts Rules as per Lawyer)~~

**Article 18
INDEMNIFICATION**

1. **Claims.** The Corporation shall have the power to indemnify a Director, officer, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful.

2. **Approval of Indemnification.** Indemnification under Section 8.01, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways:

- a) By a majority vote of a quorum of the Board of Directors consisting of Board members who were not parties to the action, suit, or proceeding.
- b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Board members who are not parties to the action.
- c) The committee shall consist of not less than two (2) disinterested Board members by independent legal counsel in a written opinion.

3. **Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the persons' status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

4. **Changes in Michigan Law.** If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

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URKA