

Bylaws of the Large Munsterlander Association of America October 13, 2021

1. Name

The name of this association is The Large Munsterlander Association of America, referred to in these Bylaws as the Association.

2. Purpose

The purpose of the Association is to maintain the quality of the Large Munsterlander as a versatile hunting dog. To that end, the Association will:

- 2.1 adopt and maintain a breed standard for the Large Munsterlander in the United States which shall emphasize demonstrated performance as a versatile hunting dog as much as, or more so, than color and conformation characteristics;
- 2.2 guide breeding practices to maximize the health of individual dogs and the breadth and diversity of the gene pool;
- 2.3 when consistent with the breed standard and upon proof of qualifications approve the breeding eligibility of qualified Large Munsterlanders;
- 2.4 provide for the registration of the offspring of approved breedings of Large Munsterlanders in the United States whose inheritance traces back to the foundation stock, and issue certificates of registration showing their ancestry and the performance scores of their ancestors;
- 2.5 provide for the recording of the ancestry of other purebred progeny of Large Munsterlanders in the United States that do not qualify for registration, and issue certificates of identification;
- 2.6 compile and maintain a database of all Large Munsterlanders bred in and imported to the United States, including performance scores, health, conformation, and temperament traits as reported by owners, breeders, judges and veterinarians;
- 2.7 review and designate the tests and breeding qualifications most appropriate to achieving the Association's goals;
- 2.8 facilitate communication and camaraderie among owners and breeders of Large Munsterlanders; using tools such as websites, newsletters, breeder's bulletins, and social events; and
- 2.9 provide potential buyers of Large Munsterlanders with objective information about the characteristics of the breed as a hunting and family dog and about the genetic background and performance scores of the ancestors of individual dogs: and
- 2.10 cooperate with other foreign and domestic breed clubs and testing organizations as appropriate.
- 2.11 promote the Large Munsterlander as a versatile hunting dog to current and future breeders, owners and hunters.

3. Definitions

- 3.1 "Association" means the Large Munsterlander Association of America.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

- 3.2** “**Board**” means the Board of Directors of the Association.
- 3.3** “**Breed Standard**” means the description of the Large Munsterlander set forth in paragraph 7 below. It is intended as a both a general description of existing Large Munsterlanders and as a guideline toward which breeding efforts should be focused, but no dog shall be disqualified from registration as a Large Munsterlander solely because of characteristics different from or outside the range set forth in the Breed Standard, except that it must be black and white in color.
- 3.4** “**FCI**” means Fédération Cynologique Internationale.
- 3.5** **Gender.** As used in these Bylaws, a pronoun of one gender includes the other, and, unless the context clearly implies otherwise, “dog” includes bitch.
- 3.6** “**Lease**” or “**leased**” means to use for breeding a dog owned by another, regardless of whether there is any cash or non-cash compensation paid to the owner for such use.
- 3.7** “**Member**” means a Regular Member as defined in paragraph 4.1, unless the context clearly implies otherwise, and “**membership**” refers collectively to the Regular Members.
- 3.8** “**NAVHDA**” means the North American Versatile Hunting Dog Association.
- 3.9** “**United States**” means the United States of America and its possessions.
- 3.10** “**VHDF**” means the Versatile Hunting Dog Federation.
- 3.11** “**JGHV**” means the Jagdgebrauchshundverband.
- 3.12** “**VGM**” means the Verband Große Münsterländer e.V.

4. Membership

- 4.1** **Regular Membership.** Subject to paragraph 4.4 below, membership shall be open to anyone. A Regular Member is a person or household whose primary residence is in the United States who has filled out and signed the Board-approved membership form and paid the dues established for the calendar year pursuant to paragraph 10 below. All persons or households who become Regular Members thereby agree to be bound by the Association’s Articles of Incorporation and these Bylaws regardless of citizenship, and have voting privileges. Regular membership includes Lifetime Membership. A Lifetime Member is defined as a person or household whose dues have been paid in advance for their lifetime. For the purposes of these Bylaws, individuals who comprise a family unit and who live together under the same roof (typically two adults and any children under the age of 18) is defined as a household. Each household may have only one membership, and if a Regular or Lifetime membership, only one vote.
- 4.2** An **Associate Member** is a person who has paid the dues established for the calendar year pursuant to paragraph 10 below that do not otherwise meet the qualifications for Regular Membership. Associate Members have no vote and are not entitled to serve as officers or directors.
- 4.3** A **Complimentary Member** is a person or entity who the Board has determined should be granted such membership without the payment of any dues. Complimentary Members have no vote and are not entitled to serve as officers or directors. Complimentary membership is granted by the Board for a period of up to one year to new puppy owners.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

4.4 Required Membership. Regular Membership is required of officers and directors, and any owner of a bitch who seeks to obtain the Breeding Officer's approval of a breeding of that bitch or to obtain registration of the resulting litter.

4.5 Members' Duties. Regular Members shall:

- (a) obtain the approval of the Breeding Officer prior to breeding any Large Munsterlander;
- (b) utilize for all breedings a kennel name approved by the Breeding Officer as not being confusingly similar to another kennel name in use for the breeding of Large Munsterlanders;
- (c) maintain accurate, contemporaneous records of all breedings of Large Munsterlanders and the number, gender and identification of all offspring of such breedings, and make such records available for inspection by the Breeding Officer or by any person authorized by the board of directors of the Association;
- (d) promptly report to the Breeding Officer all litters born to a bitch owned or leased by the Member, on official forms prescribed by the Breeding Officer, and pay all litter registration fees required pursuant to paragraph 10.2 below;
- (e) name all puppies with names that do not exceed 30 letters and spaces, and which start with the kennel name followed by a name beginning with the letter of the alphabet indicating the order of litters produced by that kennel;
- (f) tattoo before eight (8) weeks of age all surviving puppies born to a bitch owned or leased by the Member, with the registration number provided by the Breeding Officer;
- (g) never seek registration for a litter of Large Munsterlanders with any registry other than the Large Munsterlander Association of America without the written consent of the Breeding Officer;
- (h) upon request of the Breeding Officer, obtain and provide blood or DNA samples of any dog owned or leased by the Member, or any puppy produced by any breeding;
- (i) agree that any intellectual property or services created by a Member of the Association for the benefit of the Association shall be the property of the Association, and the creating Member agrees to be deemed to be a volunteer of these services and property and shall have no rights to any intellectual property so created; and
- (j) abide by the Articles of Incorporation and these Bylaws.

4.6 Suspension or Revocation of Membership. Membership of any Member may be revoked or suspended by majority vote of the Board of Directors upon proof satisfactory to them that the Member has (a) contravened these Bylaws relating to (i) eligibility for registration, (ii) identification of a dog, a pedigree or a dog's test results, (iii) the keeping of private breeding records, or (iv) failure to perform any Members' Duties described in 4.5. Such revocation or suspension may be made only after notice to the Member of the specific charges and sufficient opportunity for such Member to provide such explanation and evidence to the Directors as the Member deems appropriate. Such revocation may be temporary, for a set term, or permanent. Except for reconsideration by the Board, any such decision shall be final and not subject to appeal or review by any other court or tribunal of any kind. Any such suspended or expelled Member may apply for reinstatement at any time, which may be granted at the discretion of the majority of the Board.

4.7 Annual Meeting. An annual meeting of the Members may be called by the President for any location in the United States, upon 60 days written notice to all Members. Alternatively, any business that could or should be conducted at such an annual meeting (such as the election of officers and directors, delivery of the President's and Treasurer's annual reports, and voting on amendments to articles or bylaws) may be conducted by mail, newsletter or other electronic means.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

5. Directors

5.1 Board of Directors. The Association's business and affairs shall be supervised by a Board of Directors consisting of seven (7) Directors. The President shall serve as the Chairman of the Board of Directors. The President, the Breeding Officer and Secretary shall automatically serve as Directors. The other four (4) Directors shall be elected by a vote of the entire Membership, to be conducted annually on a staggered basis. With the exception of the 2021 election year, the term of each directorship shall be three (3) years, with no more than two at-large positions expiring in any given year.

Only one member of a Household can serve on the Board of Directors at any given point in time. A vacancy in a Director position may be filled temporarily by a majority vote of the Directors for a period not to exceed one year, within which time an election shall be held to elect a person to serve until the expiration of the term.

For the 2021 election year, the election rotation shall be as follows:

- The Officer positions of President, Breeding Officer, Secretary and Treasurer will be elected to three year terms expiring 12/31/2024, consistent with current terms for these offices.
- One Director-at-Large position shall be elected to a one-year term expiring 12/31/2022 and one Director-at-Large position shall be elected to a two-year term expiring 12/31/2023. Votes cast for these Director positions will be pooled, with the candidate receiving the highest number of votes to be elected to the term expiring at the end of 2023 and the candidate with the next highest number of votes to be elected to the term expiring at the end of 2022.
- The two incumbent Directors currently serving terms expiring in 2022 and 2023 will fill out the remainder of their terms.

5.2 Board of Directors' Meetings. The Directors shall meet as often as the President determines is appropriate but in any event no less often than annually. Any such meeting may occur in person or electronically. The President shall call any such meeting by providing all other Directors at least thirty (30) days' notice of such meeting, however in any event the Directors may unanimously waive or shorten the required notice. The call for each meeting shall include an agenda, and the Board may not make a final, formal decision on any issue not identified in such agenda unless all seven (7) Directors are present and unanimously waive this requirement. The Board may take official action at any such meeting at which a quorum is present (either in person or electronically), defined to consist of at least five (5) Directors, and all decisions of the Board shall be by majority vote of those present. In addition to actions taken at any such meeting, the Directors may act at any time by unanimous consent.

6. Officers

6.1 Officers. The day to day business of the Association shall be conducted by its Officers, consisting of a President, Breeding Officer, Treasurer and Secretary. Such Officers shall be elected by a vote of the general Membership for three-year terms, with the first term expiring 12/31/2024. A Member may not serve in more than one elected officer position and only one member of a Household can serve as an Officer. However the Treasurer may also serve as a Director. A vacancy in office may be temporarily filled by a majority vote of the Directors for a period not to exceed one year, within which time an election shall be held to elect a person to serve until the expiration of the term.

6.2 President's Duties. The President shall:

- (a) conduct the day to day business of the Association including all duties and functions normally incident to the office of president except as the President may otherwise be directed by the Board;

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

- (b) sign all of the Association's official documents except for (i) breeding records that are the responsibility of the Breeding Officer, (ii) checks that may be signed by the Treasurer, and (iii) minutes and certificates that may be signed by the Secretary;
- (c) authorize all expenditures of Association funds;
- (d) call for the vote of the general Membership on all items requiring such vote, including elections of Officers and Directors and modification of these Bylaws;
- (e) serve as a Director and as Chairman of the Board of Directors and, in that capacity, call for and preside over all meetings of the Board;
- (f) serve as the primary liaison to other foreign and domestic breed clubs and testing organizations;
- (g) report to the general membership, no less often than annually, on the affairs of the Association and its Board; and
- (h) such other functions and duties as may be imposed by the Board.

6.3 Breeding Officer's Duties. The Breeding Officer shall ensure that the following occurs:

- (a) maintain and make easily accessible a current list of all Large Munsterlander dogs and bitches who are approved for breeding in the United States;
- (b) compile Breeding Profiles indicating the major attributes of approved breeding dogs, and make these profiles accessible to owners of eligible dams and sires;
- (c) establish, compile and communicate to members the qualifications, requirements, policies, procedures and documentation necessary to apply for breeding eligibility and register litters;
- (d) establish and communicate to members upon Board approval any changes to breeding management strategies intended to improve the long-term health of Large Munsterlanders in the United States;
- (e) approve (or disapprove) in advance all proposed breedings of Large Munsterlanders in the United States;
- (f) issue pedigrees and certificates of registration for all Large Munsterlanders born in the United States or its possessions who are eligible for registration, and provide updated certificates of registration when dogs satisfy the requirements to become eligible for breeding;
- (g) record for identification purposes the offspring of all breedings of Large Munsterlanders that are not then eligible for registration, and provide the owners of such dogs with certificates of recordation;
- (h) provide replacement certificates of registration and recordation as requested, and issue certificates of registration if eligibility requirements are subsequently satisfied;
- (i) establish and communicate to members the procedures, requirements, qualifications and records necessary for the collection, preservation, transportation, sale and use of semen and embryos, and for the registration of dogs resulting there from;
- (j) compile and maintain a database of all Large Munsterlanders bred in and imported to the United States, including performance scores, health, conformation and temperament traits as reported by owners, breeders, judges, or veterinarians; and
- (k) submit an annual report to be published in the newsletter.

6.4 Secretary's Duties. The Secretary shall:

- (a) keep the official originals of the Association's articles of incorporation, bylaws and any amendments thereto;
- (b) prepare and maintain accurate minutes of all meetings of the general Membership and of the Board;

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

(c) prepare, distribute, receive and count all nominations and ballots for all matters requiring the vote of the general Membership and certify the results of all such votes; and

(d) when appropriate, provide certificates of any action taken by the Board or the general Membership. If the Secretary's name is on the ballot as a candidate for any elected position, the Board will appoint another Member to perform the duties described in 6.4 (c).

6.5 Treasurer's Duties. The Treasurer shall:

(a) maintain the bank account(s) for all Association funds;

(b) sign all checks for all Association expenditures;

(c) maintain accurate records of all of the Association's financial transactions;

(d) maintain an accurate membership list;

(e) provide to the general Membership no less often than annually a Treasurer's Report summarizing the Association's receipts, expenditures and cash on hand;

(f) obtain an audited financial statement at any time upon request of the Board; and

(g) comply with any and all requirements of the Internal Revenue Service or the Minnesota Department of Revenue, including but not limited to timely filing of annual tax returns.

6.6 Directors' Duties. The Officers and Directors shall have a duty to ensure the proper treatment of confidential information related to the Association and its Members and shall ensure a smooth transition of duties and relevant Association documentation to their successors. In addition, the four Directors-at-Large shall focus their efforts on

(a) membership retention and expansion;

(b) planning and staging regional events;

(c) promotion of the breed;

(d) communications review and enhancement; and

(e) other areas as identified by the Board from time to time.

6.7 Other Offices. The Board of Directors may create such other unofficial offices or committees as it deems appropriate and may appoint Members to serve in such offices at the pleasure of the Board.

6.8 Office. The office and address of the Association shall be the residence address of the Association President, or such other address as the President may designate.

7. Breed Standard

7.1 FCI Standard. A breed standard for the Large Munsterlander was first devised in 1919. The standard is 'owned' by the Verband Große Münsterländer e.V. (VGM) in Germany, which in turn is a member of the German Jagdgebrauchshundverband (JGHV) and the Verband Deutsches Hundewesen (VDH), and thereby is represented internationally at the Fédération Cynologique Internationale (FCI). FCI publishes the Breed Standard on behalf of the VGM, No. 118. The most current issuance of FCI Standard No. 118 is included in Appendix A for reference as it is subject to change outside of any provisions in these Bylaws.

The Association has elected to apply several breeding management strategies with respect to a small number of heritable defects that any dog may have. Although some of these are noted as disqualifying faults in the FCI Breed Standard, this approach benefits the overall health of the breed through careful monitoring of impact and heritability in concert with other selection pressures that exist in a small gene pool.

Bylaws of the Large Munsterlander Association of America October 13, 2021

To satisfy the need for potential reaction to scientific advances that may positively affect the health of Large Munsterlanders in the U.S., changes to the breeding management strategies associated with health may be made via majority approval of the Board, and subsequently communicated to the Members.

FCI-Standard N° 118 / 05.03.2014 / EN attached at Appendix A.

8. Breeding Eligibility, Registration and Recordation Requirements

8.1 Breeding Eligibility. The Breeding Officer will approve (or disapprove) all dogs proposed for breeding primarily by evaluating Breeding Profiles submitted by their owners. To be approved for breeding as a Large Munsterlander by the Association, a dog must be black and white and must:

- (a) be registered by the Association, or by LMCNA® prior to 12/31/2011, or, if imported to the United States, registered by a breed association that in the judgment of the Breeding Officer employs registration requirements similar to the Association's including performance and health requirements intended to maintain the versatile hunting traits and temperament, and evidence that such requirements have been satisfied by the dog's parents and grandparents;
- (b) have qualified in a recognized test (or its equivalent) of a young dog's natural aptitude to hunt, point, track and retrieve (as specified in 8.2);
- (c) be free of major genetic defects and/or compliant with breeding management strategies as periodically updated by majority approval of the Board;
- (d) be certified free of hip dysplasia and elbow dysplasia;
- (e) be of normal temperament and not gun-shy; and
- (f) be true to the breed standard (paragraph 7).

8.2 Recognized Tests of a Young Dog's Natural Aptitude to Hunt, Point, Track and Retrieve. The recognized tests for a young dog's natural ability to hunt, point, track and retrieve include:

- NAVHDA Natural Ability Test (NAT): Prize I, II or III, up until 16 months of age; NAT Evaluation (EVAL) tests from 16-24 months will be accepted only under extenuating circumstances at the discretion of the Breeding Officer.
- VHDF Hunting Aptitude Evaluation (HAE): A score of five (5) in each test category with a minimum total score of 50, up until 16 months of age; HAE tests from 16-24 months will be accepted only under extenuating circumstances at the discretion of the Breeding Officer.
- NAVHDA Utility Preparatory Test or Utility Test: Prize I, II or III
- VHDF Advanced Hunting Aptitude Evaluation: A score of five (5) in each test category with an index of two (2), and a score of 3 in all other test categories with a minimum total score of 130.
- Other generally accepted versatile hunting dog tests: Examples include tests administered by the Jagdgebrauchshundverband (JGHV or JGV-USA), with age and passing criteria similar to that described for VHDF.

8.3 Registration. To be registered as a Large Munsterlander by the Association, a dog born in the United States must be black and white and must be born to parents:

- (a) who are Large Munsterlanders approved for breeding by the Association as specified in 8.1; and
 - (b) whose breeding was approved in advance by the Breeding Officer.
- Registered dogs imported to the United States from any other country should retain their original registration papers and will be tracked by the Association using the registration number provided by their country of origin. Recorded dogs may become registered under the circumstances set forth in paragraph 8.5.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

8.4 Artificial Insemination. The Association permits breeding by artificial insemination as an appropriate practice to enhance genetic diversity. When artificial insemination is performed using frozen or chilled semen, the collected semen must be labelled appropriately and an Affidavit of Breeding Using Frozen or Chilled Semen must be completed by a licensed veterinarian and submitted with the litter registration forms. When artificial insemination is used without sire and dam present at the same location, the owners of the sire and dam must collect satisfactory blood or DNA samples of the dog, the bitch and the puppies which could later be submitted to a testing laboratory satisfactory to the Breeding Officer if requested. Any and all fees associated with verifying parentage, if requested, are the responsibility of the breeder, and registration of offspring will be contingent on satisfaction of such requests

8.5. Recordation. For purposes of identification and maintenance of genetic records, the Association may record any dog that is the offspring of registered or recorded Large Munsterlanders. The Breeding Officer will subsequently register such a dog if

- (a) both parents subsequently satisfy the requirements set forth in paragraph 8.1 above;
- (b) the Breeding Officer would approve the breeding of those parents; and
- (c) the dog is black and white.

The Breeding Officer shall record any brown offspring of registered or recorded Large Munsterlanders, but such dogs may not be subsequently registered.

8.6 Appeals. Any decision of the Breeding Officer whether to approve a breeding, to recognize a dog or bitch as a qualified breeder, or to register or record a dog, may be appealed to the Board of Directors by any Member, by submitting a written appeal to the President. Along with the written appeal the Member shall simultaneously submit all documentary evidence relevant to the issue that is available to the Member, and summaries of all oral evidence and other documentary evidence relevant to the issue of which the Member is aware. The Board shall conduct such investigation as it deems appropriate, and give the Member an opportunity to respond to any additional evidence or information that it obtains. The Board shall decide the appeal within 90 days of its receipt. The decision shall be by majority vote and shall be reduced to writing by a Director who voted with the majority, summarizing both the evidence relied upon and the reasons for the decision. The written decision shall be provided to the appealing Member and shall be maintained among the official records of the Association. Such decision shall be final and not subject to further appeal or review by any other court or tribunal of any kind.

9. Certificates

9.1 Certificates of Registration and Recordation. The Breeding Officer shall issue certificates of registration, including a four-generation pedigree, for each dog registered by the Association. Each certificate shall contain:

- (a) the name of the Association;
- (b) the dog's name and registration number;
- (c) the dog's date of birth, gender and general coloration;
- (d) the names, registration numbers and performance scores of four generations of the dog's ancestors;
- (e) the name of the dog's owner when the certificate was issued; and
- (f) the breeder's and the Breeding Officer's signature.

The Breeding Officer shall also issue certificates of recordation, but these will not include a four-generation pedigree or other information noted in (d) above. Both certificates of registration and recordation shall mean that the dog is a purebred Large Munsterlander but reflect different subsequent requirements relative to future breeding eligibility.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

9.2 Semen and Embryo Certificates. If a Member collects, stores, transports or sells semen or embryos collected from a dog owned by the Member and registered by the Association, the Breeding Officer may, upon the member's request, issue a semen or embryo certificate upon presentation of such information and evidence, and compliance with such procedures, as the Breeding Officer requires, including but not limited to those set forth in paragraph 8.4 above. The certificate shall contain:

- (a) the name of the Association;
- (b) the dog's name and registration number;
- (c) the dog's date of birth and gender;
- (d) the names, registration numbers and performance scores of the dog's parents;
- (e) the name of the dog's owner when the certificate was issued;
- (f) the date the semen or embryo was collected;
- (g) the name and address of the veterinarian or other person who performed the collection; and
- (h) the owner's and Breeding Officer's signatures.

9.3 Significance of Certificates. The official status of registration or recordation shall be determined solely by the Breeding Officer's records, and certificates shall only constitute evidence of such records. Unless cancelled and in absence of proof to the contrary, certificates of registration and recordation shall constitute proof that the dog identified is a purebred Large Munsterlander. Certificates do not constitute evidence of ownership, and other than maintaining records for its own purposes the Association shall have no role in certifying, determining or providing evidence of ownership.

9.4 Replacements. The Breeding Officer may replace lost certificates or issue new certificates to new owners, upon submission of whatever form or evidence the Breeding Officer may require, and payment of any fees established by the Board, and may cancel or correct certificates determined to have been issued in error or in respect of dogs that did not qualify for registration or recordation.

10. Dues and Other Fees

10.1 Dues. The amount of Membership dues for each year shall be established by the Board at a meeting or by unanimous consent prior to the commencement of such year.

10.2 Litter Registration Fees. The Board may establish fees for the registration or recordation of litters or other offspring.

10.3 Other Fees. The Board may establish fees for other Association services or functions, such as for issuance of original, duplicate or replacement certificates of registration or recordation, for participation in a Association sponsored test or hunt, etc.

10.4 Payment. All dues and other fees shall be made payable to the Large Munsterlander Association of America and submitted to the Treasurer.

11. Finances and Records

11.1 Fiscal Year. The Association's fiscal year shall be the calendar year.

11.2 Books. The Treasurer shall maintain accurate books reflecting all of the Association's receipts and expenditures, and shall no less often than annually prepare a balance sheet reflecting the Association's assets and liabilities on a cash basis. The Board shall review and approve the Association's financial statements provided by the Treasurer.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

11.3 Use of Funds. The Association's funds shall be used only for the Association's purposes as set forth in these Bylaws and may not be distributed, directly or indirectly, to the Association's members, officers or directors except (a) as reimbursement for out of pocket expenses incurred on behalf of the Association and approved by the President, or (b) if at the President's request a Member performs special services for the Association of the same kind regularly performed by that Member in the course of current or former employment, the Member may be compensated at the same rate as in the course of such employment (*e.g.*, a Member who is a certified public accountant may be compensated at that Member's regular hourly rate for auditing the Association's finances), but no Member shall be compensated for serving as an officer or director.

11.4 Financial Statements. The Treasurer shall arrange for an audit of the Association's financial affairs and shall obtain an audited financial report and statement of assets and liabilities at any time upon request of the Board.

11.5 Financial Report to Membership. No less often than annually, the Treasurer shall report to the Membership the Association's receipts and expenditures for the preceding year, summarized by categories, and the amount of cash on hand.

11.6 Inspection. The Association's articles, bylaws and amendments, minutes of meetings, registry records, books and records, bank records and financial statements shall be made available for inspection where they are maintained by any Member, and by any person authorized by the Association, upon reasonable notice.

12. Amendment of Articles or Bylaws

12.1 Proposal of Amendments. Any proposed amendment to the Association's articles of incorporation or bylaws shall be subscribed to by at least five current Members and shall be submitted to the Secretary in writing.

12.2 Proposal of Amendments to Breeding Eligibility Requirements. Prior to the adoption of any test standards or rules that differ from those identified in paragraphs 8.1, 8.2 or 8.3, the Secretary shall (a) provide the entire Membership a copy of all such proposed change, (b) solicit comments, objections and proposed amendments, and (c) inform the Membership of the date, time and place of the meeting of the Board at which such changes will be discussed, and that such meeting will be open to the Membership.

12.3 Membership Vote on Amendments. Within one hundred twenty (120) days after the receipt of a proposed amendment, the Secretary shall distribute the proposed amendment to all current Regular Members along with a form of ballot for voting on the amendment. The form shall specify the deadline by which all ballots must be received in order to be counted, which shall be not less than 30 days from the date of mailing.

12.4 Adoption of Amendments. An amendment to the articles of incorporation shall be adopted only if it is approved by affirmative vote of sixty-seven percent (67%) of the entire Regular Membership. An amendment to the bylaws shall be adopted only if it is approved by affirmative vote of sixty-seven percent (67%) of the Regular Members voting on such amendment, provided that at least twenty five percent (25%) of the entire Regular Membership shall have voted on any amendment relating to

- (a) the name of the Association,
- (b) the breed of dog registered by the Association or the name of such breed,
- (c) breeding eligibility and/or registration requirements,
- (d) amalgamation with another breed association, or
- (e) registration of animals other than 100% Large Munsterlanders.

**Bylaws of the
Large Munsterlander Association of America
October 13, 2021**

12.5 Announcement of Results. The Secretary shall inform the entire Membership of the results of any such vote within one hundred twenty (120) days of the close of balloting. The Secretary shall maintain the Association's official records of all amendments so adopted.

13. Membership in Other Organizations

13.1 Decision to Become a Member. The Board may, by majority vote, determine that the Association shall become a member of any other appropriate organization, upon determination that its purposes are consistent with the Association and its Bylaws.

13.2 Voting. The Association's votes as a member of any other organization shall be cast by the President, subject to the directions of the Board.

14. Powers and Liabilities

14.1 Powers of the Association. The Association may do any act incidental to the carrying out of its business and purposes, including but not limited to

- (a) acquiring, owning, managing and transferring real and personal property,
- (b) borrowing money or otherwise incurring debts and liabilities,
- (c) making, issuing, endorsing and negotiating checks, promissory notes, bills of sale and negotiable instruments,
- (d) mortgaging, pledging or granting security interests in Association assets, and
- (e) suing and being sued in its own name.

14.2 Secretary's Certificate. Any person may rely upon a certificate of the Secretary certifying that an act of the Association was within the Association's powers and was performed with all requisite formality and authority.

14.3 Officers' and Directors' Liabilities. No Member, officer or director of the Association shall be personally liable for any act done in good faith in the exercise of that person's powers and duties.

14.4 Association's Liabilities. Neither the Association nor any of its officers or directors shall have any liability to any Member or other person arising from or relating to

- (a) membership, suspension of membership or expulsion,
- (b) approval or refusal to approve a proposed breeding,
- (c) registration or recordation of any dog or litter, or refusal to register or record a dog or litter, or
- (d) any good faith error or inaccuracy in any certificate, pedigree, performance score or other record or information maintained or communicated by or on behalf of the Association.

14.5 Severability. It is the desire of this Association that, should any provision of these Bylaws be held invalid by any court or state agency, the invalid provision is severed from the remaining contents of the Bylaws, and that the remaining contents be upheld as valid.