

Bouvier des Ardennes Club of America

Constitution and Bylaws

*literature to be updated upon accepted as club of record with AKC and UKC

CONSTITUTION

These Bylaws are subject to and governed by the State of Georgia Not-For Profit Corporation Laws and the Articles of Incorporation of the Bouvier des Ardennes Club of America. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Georgia State Not-For-Profit Corporation Laws, the Georgia State Not-For-Profit Corporation Act will be controlling.

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be Bouvier des Ardennes Club of America.

SECTION 2. The objects of the club shall be to:

- (a) encourage and promote quality in the breeding of pure-bred Bouvier des Ardennes, increase numbers to phase out of endangered status, and preserve the breed's original form and function.
- (b) steward the education of potential breed fanciers, exhibitors, and judges to ensure adherence to the breed standard as dictated by The Fédération Cynologique Internationale (FCI).
- (c) guard against breed variety splits of form or function (ie. prevent delineation of working lines and show lines, coat colors, coat types, etc.)
- (d) do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition *at all events held under AKC Rules and Regulations;*
- (e) conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

SAMPLE BYLAWS

ARTICLE II

Membership

SECTION 1. Eligibility. There shall be three types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club: Resident Membership, Foreign Membership, and Associate Membership.

SECTION 2. Dues. Membership dues shall not exceed \$100 per year, payable on or before the 1st day of February of each year. No member may vote whose dues are not paid for the Financial year. During the month of January, the Treasurer shall send to each member a statement of dues for the Financial year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors (“Board” or “the Board”) and which shall provide that the applicant agrees to abide by these bylaws, and The Rules and Regulations of The American Kennel Club and AKC’s Code of Sportsmanship. Accompanying the application, the prospective member shall submit dues payment for the Financial year.

All applications for membership shall be filed with the Secretary. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by one of the applicant’s endorsers at the next annual meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

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

(a) *by resignation.* Upon written notice to the Secretary.

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member’s dues remain unpaid 90 days after the first day of the Financial year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

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

ARTICLE III

Members Meetings

SECTION 1. Annual Meeting. The annual meeting of the club shall be held in the month of March in conjunction with the club’s specialty show if possible, at a place, date, and hour as may be designated by the Board. Written notice of the annual meeting shall be sent via email by the Secretary 60 days prior to the date of the meeting. The quorum for the annual meeting shall be ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2. *Special Club Meetings.* Special club meetings may be called by the President or by a majority vote of the members of the Board who are present at any meeting of the Board; and may also be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Such special meetings may be held by methods such as electronic, virtual, or teleconference, designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent email by the Secretary fourteen (14) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other club business may be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

ARTICLE IV Board Meetings

SECTION 1. *Board Meetings.* The first meeting of the Board shall be held immediately following the election. Other meetings of the Board shall be held by methods such as electronic, virtual, teleconference or methods as may be developed as designated by the Board. Written notice of each such meeting shall be sent via email by the Secretary thirty (30) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 2. *Board Business.* The Board may also conduct business by telephone conference or video conference or by any other methods such as electronic, virtual, teleconference. Items voted upon by any method other than “in-person” meetings must be confirmed in writing by the Secretary within seven days.

ARTICLE V Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the officers and a minimum of five (5) other persons, all of whom shall be members in good standing and all of whom shall be elected for two (2) year terms at the club’s annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club’s affairs shall be entrusted to the Board.

SECTION 2. *Officers.* The club’s officers, consisting of the President, Vice President, Secretary, Treasurer, and Europe Liaison shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

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

(c) The Secretary shall keep a record of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and

directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all money due or belonging to the club. Money shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

(e) The offices of Secretary and Treasurer may be held by the same person.

(f) Europe Liaison shall track, report, and advise on breed-specific matters of importance from clubs across countries in Europe where BdA breeders reside and where the breed participates in FCI events. Updates to FCI standard, trends in breed matters, exhibitor accomplishments, changes to breeding programs, and issues regarding health may be topics that the Liaison discusses with US counterparts.

SECTION 3. Vacancies. Vacancies can be filled in either of the following ways:

Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

Or

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of the members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President until the next annual election.

Or

Any vacancies in the Board arising at any time and from any cause, including the resignation or removal of a director, shall be filled at any meeting of the Board by the affirmative vote of the majority of the directors then in office, although less than a quorum, or sole remaining director. Each director so elected shall hold office until the next annual election (OR for the unexpired portion of the term of that office). However, a vacancy in the office of President arising at any time and from any cause, including resignation or removal, shall be filled by the Vice President until the next annual election (OR for the unexpired portion of the term of that office.)

ARTICLE VI

The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. Financial Year. The Financial year shall begin on the first day of February and end on the last day of January.

SECTION 2. Voting. Each member in good standing whose dues are paid for the Financial year shall be entitled to one vote at any meeting or special meeting of the club at which the member is present.

At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors and amendments to the constitution and bylaws and amendments

to the Standard for the breed, which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the club is incorporated - written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy. Proxy voting will not be permitted at any club meeting or election. The Board may decide to submit other specific questions for decision of the members.

SECTION 3. *Nominations and Ballots.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. Each other year the Board may, at its first meeting after an election, elect the officers of the club. If elected by the Board, the President and Vice President shall be selected from among the Board members, and the Secretary, Treasurer, Europe Liaison shall be selected at the discretion of the Board from among the Board members and general membership.

If not selected by the Board, a Nominating Committee shall be chosen by the Board before April. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a chair for the committee and it shall be such person's duties to call a committee meeting, which shall be held on or before [*insert date or timeframe*]. The Nominating Committee may conduct its business by mail, or email.

(a) The Nominating Committee shall nominate from among the eligible members of the club, at least one candidate for each office and for each position on the Board [(for the AKC Delegate, who may but need not be an officer or director of the club, if applicable)], and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before [*insert date or timeframe*] so that additional nominations may be made by the members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted and identify the eligible petitioners.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before [*insert date or timeframe*] signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position. If the Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm, the Board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership, and receive ballots for tabulation applicable to subsections "3c" and "3d".

(c) If one or more valid additional nominations are received on or before [*insert date or timeframe*] the Secretary (or an independent professional firm designated by the Board) shall, on or before (the first of the next month), send to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.

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

(e) Ballots must be received by the (tellers, committees, etc.) no later than [insert date]. Ballots received after [insert date] will not be counted.

SECTION 4. *Bi-Annual Election.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If no valid additional nominations are received on or before [insert date or timeframe] the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected. [Federal, State and Local Law should be reviewed with respect to this section]. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board in the manner provided by Article V, Section 3.

The election of officers and directors [and Delegate to The American Kennel Club, who may but need not be a director or officer of the club] shall be conducted by secret ballot in any manner provided for by the laws of the state in which the club is incorporated. Ballots to be valid must be received by the Secretary (or independent professional firm designated by the board) by Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot (however, the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting).

The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 5. *Club's Official Year.* The club's Official Year shall begin immediately at the conclusion of the election and the annual meeting shall continue through the election at the next annual meeting.

ARTICLE VII

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. 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 Board may appoint successors to those persons whose services have been terminated.

ARTICLE VIII

Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

SECTION 2. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the club. 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 the Board entertains jurisdiction of the Charges, it shall fix a date

for a hearing by the Board or a committee appointed by the Board not less than two (2) weeks nor more than four (4) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. *Board Hearing.* If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. *Expulsion.* The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE IX Amendments

SECTION 1. Amendments to the constitution and bylaws or breed standard may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2. The constitution and bylaws may be amended at any time (or the Standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures described in Article VI, Section 3(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice sent to each member with such ballot shall specify a date not less than 30 days after the date received, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE X Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the club other than

for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club 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 selected by the Board unless otherwise prohibited by State Law.

ARTICLE XI

Order of Business

[in Robert's Rules of Order Newly Revised – 12th Edition]

ARTICLE XII

Parliamentary Authority

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 bylaws and any other special rules of order the club may adopt.

AKC POLICIES

For the most updated information on AKC policies, as well as frequently asked questions and answers, please visit: http://www.akc.org/clubs/club_relations/index.cfm.

GLOSSARY

Member in good standing – An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership (must be defined in Article I, Section 1- non-voting types of membership do not count toward determination of a quorum):

Regular (Individual) – enjoys all club privileges including the right to vote and hold office.

Household – two (2) adult members residing in the same household, each eligible to vote and hold office.

Foreign (usually for parent clubs) –for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and office holding.

Associate or Newsletter – entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active).

Junior – open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.

Honorary – an individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life – those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Outreach Membership – for those individuals new to the Sport of Dogs, at least 18 years of age, who are interested in further advancing their knowledge of dogs, The American Kennel Club and the Sport of Dogs. This is a non-voting, non-office holding membership which entitles the member to participate in all other club activities.

Uppermost limits for dues – In order to avoid frequent bylaw amendment, an uppermost limit (i.e. – Dues shall not exceed \$³⁵) should be included for each type of membership, in addition to when and by whom the dues are set each year.

Reprimand – a written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices – all club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC[®] policy.

Delegate Duties – for AKC member clubs only, the general duties of the Delegate must be listed.

Votes on Bylaw Amendments – After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.