

Constitution and Bylaws
The Berger Picard Club of America, Inc.

Constitution

Article I- Name and Objectives

Section 1.

The name of the Club shall be the Berger Picard Club of America, Inc. (“the Club” or “BPCA”).

Section 2.

The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Berger Picards (“Picard(s)”) and to do all possible to bring their natural qualities to perfection;
- (b) to do all in its power to protect and advance the interests of the breed:
 - by guarding against the commercial exploitation of Berger Picards;
 - by encouraging sportsmanlike competition at and conduct at conformation, performance, and all club related activities;
 - by providing education appropriate to the needs of owners, breeders, judges, potential owners and all others with an interest in the Berger Picard;
 - by publishing literature and periodicals in the interest of the Berger Picard;
- (c) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the standard of excellence by which the Berger Picard shall be judged;
- (d) to conduct sanctioned matches, specialty shows, obedience trials, tracking tests, agility trials, herding trials and any other events for which the club is eligible under the rules and regulations of The American Kennel Club;
- (e) to promote responsible and ethical breeding practices through a Code of Ethics that will protect the breed’s unique and desired traits, dependability and health;
- (f) to provide a forum for fellowship, mutual cooperation and development of friendships among owners and fanciers of the Berger Picard breed; and,
- (g) to promote the Picard, and educate persons interested in the Breed;
- (h) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.

Section 3.

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4.

The members of the Club shall adopt and may from time to time, and without limit, revise such bylaws in accordance with Article VII as may be required to carry out these objectives.

Bylaws

Article I - Membership

Section 1. Eligibility. Membership to the Berger Picard Club of America (“BPCA” or “Club”) shall be open only to persons who are in good standing with the American Kennel Club (“AKC”) and to any other registry that recognizes the Picard breed, but not to those not in good standing with the AKC, and who subscribe and adhere to the purposes of this Club. All memberships include a subscription to the newsletter, yearly directory and membership into all pertinent club designated social media. There shall be four (4) types of membership as set forth below.

- (a) Active Membership. Open to persons 18 years of age and older who reside in the United States, have been an Associate Member for two (2) years and certify in their application for membership that they subscribe to and agree with the objects of the Berger Picard Club of America. Active Membership shall enjoy all privileges of the Club including the right to vote and hold office without remuneration.
- (b) Associate Membership. Open to persons any of age and certify in their application for membership that they subscribe to and agree with the objects of the Berger Picard Club of America.. Associate Members cannot vote or hold office and are limited to persons residing in the United States. An Associate Member may convert their membership to Active Membership after having been an Associate member for two (2) consecutive years. Conversion of the Associate Membership to an Active Membership shall require the person holding the Associate Membership to apply to the BPCA for the conversion, and such conversion shall require a vote of approval by a 2/3rds majority of the Board of the BPCA (“Board”). Associate Members shall not be counted in the determination of a quorum.
- (c) Junior Membership. Open to persons who are (1) nine to seventeen years of age, and (2) certify in their application for membership that they subscribe to and agree with the objects of the Berger Picard Club of America. Junior Members shall not be eligible to vote, to hold

office or to be listed on the PBCA Breeder directory, but shall enjoy limited privileges of Associate membership, including membership into all pertinent club designated social media, invitation to Club events, attendance at the Annual Meeting and Special Club Meetings, and eligibility to compete for membership awards. This membership may automatically convert to an Associate membership at age 18, upon paying the difference in dues, if any.

- (d) Foreign Membership. 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.
- (e) Charter Membership. This membership was only available in year 2007. The Charter Membership was a one-time double fee to help in the initial formation of the Club. In addition to regular club benefits, including the right to vote and to hold office without remuneration, this entitles Charter Members to be listed as such in the club history book, and if space permits on the website.

Section 2. Dues. Membership dues shall be set by the Board of Directors by September 15th of each year for the following calendar year, but such amount shall not be changed by more than 25% annually. Such change may only become effective and applicable to the dues owed for membership for the following year, that is, for the memberships for the year beginning with the January 1st renewal date following the vote to implement such change. In any year when the Board has not changed the dues by September 15th, the dues from the previous year shall continue in effect. Membership dues for Active Members shall initially be set at \$30.00 per year, Associate Members at \$15.00 per year and Junior Members at \$10.00 per year. Only one copy of any printed communication shall be sent to each address whether an Active, Associate, Charter or Junior Membership.

- (a) During the month of November, the Treasurer shall send all members a statement of their dues for the ensuing year. The dues must be returned to the Treasurer and received on or before January 1st of the dues year.
- (b) No member may vote whose dues are not paid for the current year.
- (c) Persons having their membership approved in October, November or December are considered fully paid members for the following year. In the period between their membership approval and January 1, they may exercise all privileges of membership except that of voting.

Section 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution, Bylaws and Rules of the American Kennel Club and the Bylaws and the Code of Ethics of the Berger Picard Club of America. The Associate application shall, at a minimum, state the name, address, phone number, e-mail address, and occupation of the applicant, and it shall carry the endorsement of one Active Member Sponsor. The application for Active Membership shall carry the endorsement of two (2) Active Member Sponsors. Such Sponsors shall be current members in good standing having been Active Members for a minimum of two (2) consecutive years, have known the applicant for at least one (1) year and

not reside within the same household as the applicant or other Sponsor. Accompanying the application, the prospective member shall submit an application fee for the current year in the amount appropriate for the membership category to which the prospective member is applying. This fee will be returned if application for membership fails acceptance.

Applicants may be elected to membership via secret ballot at any meeting of the Board of Directors or by written vote of the Board by mail or electronic recording. Affirmative votes of two thirds (2/3) of the Board present at a meeting of the Board where a quorum of the Board attends the meeting, or of two thirds (2/3) of the entire Board voting by mail or electronic recording, shall be required to elect an applicant to membership.

An application which has received a negative vote by the Board may be presented by a Club member at the next annual meeting of the Club and the members may approve such applicant by a favorable vote of seventy five (75) percent of the members present and voting, provided a quorum as specified in Article II, Section 1, of these Bylaws is present. In the event the application is not approved by the membership at that time, all fees shall be returned to the applicant and the applicant may not reapply for membership for a period of one (1) calendar year (365 days) from the date of rejection by the membership. If the applicant decides not to appeal to the membership to reverse the Board's negative vote, that applicant may request the return of his/her/their application fee. However, such request shall mean that the applicant may not reapply for membership for a period of one (1) calendar year from the date of rejection by the Board.

Conversion of an Associate Membership to Active Membership, or a former member reapplying for membership of any type shall follow the same procedure as prescribed for a new applicant.

Section 4. Termination of Membership. Memberships may be terminated, with no fees or monies refunded, in the following ways:

(a)by resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but, no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation; and/or,

(b)by lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the board may grant an additional 30 day of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid; and/or,

(c)by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5. Member in Good Standing. A Member in Good Standing is one whose dues payments are current, are not in financial arrears to the club and who is not currently under disciplinary action by the BPCA or the AKC.

Article II - Meetings and Voting

Section 1. Annual Meeting. The annual meeting of the Club shall be held at a place, date and time designated by a majority vote of the entire Board. When possible, the Annual Meeting shall be held in conjunction with a Club specialty show in September, October or November. Written notice of the annual meeting shall be mailed by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the meeting.

The quorum for the Annual Meeting shall be twenty (20) percent of the voting members in good standing.

All Board members shall attend the Annual Meeting. The only exceptions to this requirement shall be exceptional circumstances preventing the Board member from attending the Annual Meeting. In no case shall less than a majority of the Board attend an Annual Meeting.

Section 2. Special Club Meetings. Special club meetings may be called by a majority vote of the Board of Directors, or by the Corresponding Secretary upon receipt of a petition signed by twenty (20) percent of the Club voting members who are in good standing. Such meetings shall be held at such place, date and time designated by a majority vote of the entire Board. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least fourteen (14) days and not more than sixty (60) 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 at that Special Club Meeting.

The quorum for such a meeting shall be twenty (20) percent of the Active members in good standing.

Section 3. Board Meetings. The first meeting of the Board of Directors shall be held in January, after the elected officers and directors take office on January 1st as stated in Article IV, Section 1. Board meetings shall be held no less than bimonthly, however the Board may by a majority of Board voting not hold a December Board meeting. Meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. A date set by the President may be changed only by the vote of a majority of the Board, and once set by the President, may be set by the Board only if the Board by majority vote changes the date set by the President. Once a date and time for the Board meetings has been decided the dates and times of the meetings shall not be changed except by another majority vote of the entire Board. Written notice of each such meeting shall be mailed or e-mailed by the Corresponding Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

The majority of the Board may call a Special Meeting of the Board at any time and with fourteen (14) days written notice made prior of the special meeting to the members of the Board. The business conducted at the special meeting shall be limited to the business set forth in the written notice of that meeting.

Section 4. Board Business. The Board of Directors may conduct the business of the Club by mail, e-mail, fax, or telephone conference call, provided it does not conflict with any other provisions of these Bylaws, or state law of the state where the Club is domiciled, or Federal law. The means of communication other than in person, mail, or by telephone conference call must be available to and agreed upon by all members of the Board. Items voted upon by e-mail or telephone conference call, must be verified by the Recording Secretary within seven (7) days of the date that the motion is put to vote. Votes cast other than in- person, conference call, or by video conference shall be made contemporaneously with the meeting or if by mail, e-mail, or by Yahoo account within the time frame specified for the vote by the Board. If the time frame to vote by mail or e-mail is not extended by a majority vote of the Board, all votes must be cast at the time that the motion is put to vote. Further, any motion passed or not passed by vote made by means other than an in-person meeting or a teleconference call must be confirmed by a vote of the Board in-person or by teleconference at the next Board meeting. However, any motion passed by a vote of the Board by means other than in-person or by teleconference, and as set forth above, shall be effective until the following Board meeting when they shall be confirmed or rejected by an in person or teleconference vote of the Board. Should the motion not be heard and voted on at the next Board meeting, it shall be as if it had never been approved, and cannot be brought as a motion by the Board, or to the Board, except at a meeting of the Board in-person or by teleconference.

Section 5. Notifications. The use of electronic communication for Notices to the Board or to members of the Club is allowed to the extent that such notice does not conflict with Federal law, the laws of the state where the Club is domiciled, AKC rules and regulations and/or any other provisions of these Bylaws. Each Board member and each member of the BPCA, by their acceptance of office, and/or acceptance of the position of director, or by submitting an application for membership, and/or renewal of membership authorizes electronic communication for all notices and communications. Any Board member or Club member may revoke in writing his willingness to receive notice and communication by electronic means. Such writing must be received by the Corresponding Secretary to be effective. Should a Board member or Club member revoke his acceptance of notices and communication by electronic means, that Board member or Club member specifically and absolutely thereby releases the Club from any liability should the notification or communication be received late or not received by the Board member or member due to circumstances beyond the Club's control.

At all times the Club may elect to send members or Board members any notification or communication via US mail. Further, the Club's newsletter may serve as notification or

communication. Only one printed copy of the newsletter shall be sent to each member of the Club.

Section 7. Minutes of the Meetings. The proceedings of these meetings (annual, special, board) shall be reduced to written form, and the minutes published in the BPCA newsletter and on pertinent club social media sites. The only valid minutes shall be those minutes that were reduced to written form and approved by vote of the Board. Such minutes shall include the yeas and nays of all votes with the exception of election to membership, election of officers/directors, breed standard and bylaw amendments which are to be voted on via secret ballot. Further, the minutes shall be in sufficient detail as prescribed by Robert's Rules of Order, Newly Revised, for the membership, for those absent from the meetings, and for future reference by the Club to understand the Club issues addressed in the relevant meeting.

Article III - Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, four (4) Regional Directors (all together "Directors") and a Delegate to the American Kennel Club (hereinafter referred to as AKC Delegate), all of whom must be Active Members in good standing. Following the terms of office of the Directors in office at the time of passage of these Bylaws, any Director elected shall be elected for a two (2) year term and shall serve from January 1st of the year following their election through December 31st of the year their successors are elected. The Directors serving at the time of the passage of these Bylaws shall serve the entirety of the terms to which they were elected.

The President, Vice-President, Corresponding Secretary, and Regional Directors from odd numbered regions shall be elected at the annual election held in odd numbered years and the Recording Secretary, Treasurer, and Regional Directors from even numbered regions shall be elected at the annual election held in even numbered years. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Qualifications and Term of Office.

- (a) All Directors shall be members in good standing with the right to vote under the BPCA Bylaws and must be residents of the United States residing in the United States during their term.
- (b) All Directors shall have been members in good standing with the right to vote under the BPCA Bylaws for a minimum of one (1) full year prior to nomination.
- (c) No member may hold more than one position as Director at any time.
- (d) No more than one member living at the same address and/or related by birth or marriage shall serve simultaneously on the Board.
- (e) Regional Directors must reside in the Region they represent.
- (f) No Director may serve more than two (2) consecutive terms in any one elected position. Upon completion of two (2) consecutive terms in one position, a minimum period of two (2) years

must elapse prior to that member standing for reelection to the previously held position. Standing for election means to run for a position as Director or as an Officer, and does not mean to serve in the office. This shall not preclude a Director from being elected to a completely different position following completion of two (2) consecutive terms in one position.

- (g) All Board members must attend the Annual Meeting of the Club and all Special Meetings of the Club unless they can show good cause why they did not attend any such meeting. Failure to attend any such meeting without a showing of good cause shall be treated as a resignation by the Board, and the vacant directorship filled under the vacancy provisions set forth below.

Section 3. Officers. The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer, 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. The President shall have the right to call meetings, and coordinate officers, committees, and Board. In addition, following the election of a new President, the former President shall attend the Board meetings as Immediate Past President and may, at the discretion of the Board, sit on the Board for a period of one (1) year in a non-voting, and advisory capacity only. In such capacity the Immediate Past President may attend any and all Board meetings with the exception of executive sessions during the initial year of his/her immediate successor's term of office.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. This person shall assist the President in any manner in which the President deems necessary.
- (c) The Recording Secretary shall keep the minutes, a record of all meetings of the Club and of the Board, a record of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall keep a roll of the members of the Club with their addresses and phone numbers, e-mails, and type of membership, send to members the ballots, send out the ballots of the Club to the membership, where relevant send out any motion to the Board Members that will be voted upon by electronic means as set forth below, and carry out such other duties as are prescribed in these Bylaws. Further, should the Board elect to do so, the Recording Secretary may be the recipient of ballots cast by members.
- (d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, receiving and processing membership applications, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and phone numbers, e-mails, type of membership, and carry out such other duties as are prescribed in these Bylaws. Further, the Corresponding Secretary shall be responsible for sending to applicants, receiving and processing membership applications.

- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The Club's bank account shall have as signatories on the account the Treasurer and President of the Club. The books of accounting of the Club shall at all times be open to inspection by the Board, by a committee designated by the board or by a professional auditing agency designated by the Board and a report shall be given at every meeting of 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 Treasurer may be bonded in such amount as the Board of Directors shall determine appropriate, but not to be less than the assets of the Club.

Section 4. Regional Directors. For the purpose of securing broad geographical representation to the Board of Directors, there shall be four Regions. The Regions shall be based upon distribution of club membership, geographic boundaries and accessibility insofar as is practical and reasonable. Each Region shall be represented by one regional director whom shall reside in that region and be a member of the Board of Directors.

- (a) Region 1. Region 1 shall include the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and the District of Columbia.
- (b) Region 2. Region 2 shall include the states of Alabama, Florida, Georgia, Indiana, Kentucky, Mississippi, North Carolina, Ohio, South Carolina, Tennessee, Virginia, and West Virginia.
- (c) Region 3. Region 3 shall include the states of Arkansas, Illinois, Iowa, Kansas, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, and Wisconsin.
- (d) Region 4. Region 4 shall include the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

The Regions shall be reviewed every four (4) years for possible adjustment based on actual Club membership at the time of the review such that proportional representation shall be created wherein each Regional Director has the approximately same membership within each Regional Director's region. This is to be approximate, and is not to be exact. Determination of proportionality shall be made exclusively by the Board, and the regions thereafter adjusted by the Board at the time of review. Such adjustment shall not require amendment of the Bylaws when no region is adjusted to contain greater or less than twenty (20) percent more or less respectively members than the average for all regions. Further, all regions shall only be created from contiguous states.

Section 5. AKC Delegate. Shall represent the Club membership and Board in all matters at meetings of the delegate body of the American Kennel Club. The AKC Delegate shall submit a written report regarding such meetings to the Recording Secretary in a timely fashion, and shall

inform the Board of any matters that a reasonable person would recognize as potentially having a material effect on the Berger Picard breed or the club. The AKC Delegate shall serve for three (3) years or until his or her successor is elected, whichever is later.

Section 6. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the remainder of the unexpired term by a majority vote of all the then 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 membership shall be notified of any such vacancies within fourteen (14) days of the vacancy occurring. All vacancies shall be filled by the Board within thirty (30) days and the membership notified in the manner provided by Article II, Section 6.

Section 7. Should a member serve one (1) day greater than half of a term where a vacancy of that position as Director or Officer occurred (“partial term”) that partial term served shall be considered as a term for purposes of determining consecutive terms as set forth above.

Section 8. Club Property and Records. When a Director vacates a position as Director in any manner but not limited to resignation, termination, election or death all properties and records relating to a position as Director must be turned over to the club within thirty (30) days of that Directorship being vacated.

Article IV - The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December of the same year. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting. The elected officers and directors shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to his/her successor in office office, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days of the election.

Section 2. Voting. 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, for amendments to the Constitution and Bylaws, and for the standard for the breed which shall be decided by written ballot(s) cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. These votes shall be conducted as specified above in this paragraph.

Section 3. Annual Election. For the election of officers and directors, the vote shall be conducted by secret ballot. For ballots to be valid they must be received by the Recording Secretary, or an independent professional firm designated by the Board, by August 1st for election of officers and directors. 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 and who shall be chosen in advance by the Board; or be counted by an independent professional firm chosen by the Board to send, receive, and count the ballots. The nominated

candidate receiving the greatest number of votes for each position shall be declared elected. If any nominee 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 of Directors in the manner provided by Article III, Section 6.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who had not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors on or before June 1. The committee shall consist of five (5) members, all members in good standing, not more than one of whom shall be a member of the current Board of Directors with the exception of the President who shall not serve on the Nominating Committee. One (1) member shall be chosen from each geographic region of the United States as defined in Article III Section 4 and one (1) Board member will be chosen by a vote of the Board. That Board member shall not be standing for election or reelection of that year. No more than one member of the same household shall serve simultaneously on the Nominating Committee. The Board shall name a chairperson for the committee. The Nominating Committee may conduct its business by mail, telephone, email, fax machine or other electronic means.

- (a) Nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his/her regular address on or before July 15th, signed by ten (10) percent of the voting members of the Club, and accompanied by the written acceptance of each such nominee signifying his/her willingness to be a candidate and a resume of each nominee. This shall be called a "self-nominated candidate." Only members in good standing can hold office, or be candidates for office. No person shall be a candidate for more than one (1) position. It is the sole responsibility of the nominated person to determine his or her validity as a candidate, and that he/she is not an invalid candidate. Any written petition mailed or sent to a person(s) other than the Recording Secretary shall be deemed invalid, and void.
- (b) The Nominating Committee shall nominate from among the eligible members of the Club, at least one (1) eligible candidate for each vacant office and for each position on the Board of Directors scheduled to be filled in the upcoming election and shall procure the acceptance and resume of each nominee so chosen. It is the sole responsibility of the nominated person to determine his or her validity as a candidate, and that he/she is not an invalid candidate.
- (c) Each candidate for each Regional Director position must reside in the region for which position they are being nominated. The Nominating Committee shall submit its slate of candidates and their resumes to the Recording Secretary by July 1st. The Recording Secretary shall add any valid additional nominations received by the membership pursuant to the terms of Article IV, Section 4(a) to the slate of candidates for election.
- (d) If no valid additional nominations under Article IV, Section 4(a) are received by the Recording Secretary, and there is only one nominee for each open position, the Nominating Committee's slate shall be declared elected and no balloting will be required. The Recording Secretary shall mail the list of candidates, including the full name of each candidate, the name of the state in which the candidate resides, the geographic region in which the candidate resides as defined in

Article III Section 4, and the resume of each candidate to each member of the Club and declare the slate elected. This mailing can be included in the next issue of the newsletter.

- (e) If one or more position has more than one nominee, the Recording Secretary (or an independent professional firm designated by the Board) shall, on or before August 1st, mail to each member in good standing a ballot listing all of the nominees for which there was more than one nominee in alphabetical order with the names of the states in which they reside, the geographic region in which the candidate resides as defined in Article III Section 4, and the resume of each nominee, together with a blank envelope and a return envelope addressed to the Recording 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 addressed to the Recording Secretary (or designated professional firm). Any ballot mailed or sent to a person(s) other than the Recording Secretary (or designated professional firm) shall be deemed invalid, and void. The inspectors of election (or designated professional firm) shall check the returns against the list provided by the treasurer 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 by mail.
- (f) Any nomination(s) made in any manner other than as provided above is to be deemed invalid, void, as if no nomination had been made.

Article V - Committees

Section 1. The Board may appoint standing committees to advance the work of the Club in such matters as dog shows, performance, herding and companion events, education, trophies, canine health, membership and any other area or subject the Board determines would be well served by the formation of one or more committees. All such committees shall be subject to the final authority of the Board.

Special Committees may also be appointed by the Board to aid on particular projects.

All committees shall report to the Board, and 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; and the Board may appoint successors to those persons whose services have been terminated.

Section 3. Committees and Oversight. Each member of the Board shall have oversight of one or more committees, as assigned by vote of the Board, and may chair a committee.

Section 4. Club Property and Records. All properties and records relating to a committee position vacated in any manner but not limited to resignation, termination, election or death must be turned over to the club within thirty (30) days of that office being vacated. Failure to do so may result in legal action to be taken by the Club.

Article VI - Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the Board, or a committee appointed by the Board to hear the charges, if such committee exists at the time. Upon receipt of the charges, the Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at the next Board meeting, but in no case later than ten (10) days after the **receipt by the Corresponding Secretary. 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 or the breed.** If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction (hear the matter). If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a committee of not less than three (3) members of the Board as appointed by the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. Upon the Board determining that it will take jurisdiction of the charges the Corresponding Secretary shall promptly send one copy of the charges to the accused member by U.S. mail either certified, Priority, or Express mail receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The Board or a committee of the Board appointed by the Board to hear the charges shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Board committee may by a majority vote of those present either reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. If the Board or a committee of the Board appointed by the Board to hear the charges deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting, which considers the recommendation of the Board or Board committee. If any member involved in the charges is either an elected Board member or chairperson of a standing committee, that person may not participate in nor vote upon any action involving that charge. If

such charges are brought and upheld against an elected Board member, such Board member shall be deemed to be immediately removed from office and the vacant position shall be filled as provided for in Article III, Section 6. Immediately after the Board or board committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon recommendation of the Board or Board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she so wishes. The members shall then vote by secret ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Article VII – Amendments.

Section 1. Amendments to the Constitution and Bylaws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote no later than three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and Bylaws or the standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action(s) to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4(e) shall be followed in handling such ballots to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty (30) days, nor greater than forty five (45) days after, the date postmarked on the ballots sent by the Recording Secretary for the vote by which date the ballots must be returned to the Recording Secretary to be counted. Any ballot mailed or sent to a person(s) other than the Recording Secretary (or designated professional firm) shall be deemed invalid, and void. The favorable vote of three fourths (3/4ths) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

Article VIII - Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than 3/4ths 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 of Directors.

Article IX - Order of Business

Section 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Regional Directors
- Reports of Committees
- Election of new members (if brought under the terms of the bylaws and where previously rejected by the Board)
- Conversion of membership (if brought under the terms of the bylaws and where previously rejected by the Board)
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of the Vice President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Area Representatives
- Reports of Committees
- Election of new members
- Conversion of membership
- Unfinished business
- New business
- Adjournment

Article X - Parliamentary Authority

Section 1. The Club shall be governed by the laws of the state where it is domiciled, Federal Law, *and the Rules of the AKC. The rules contained in the current edition of Robert's Rules of Order, Newly Revised*, shall be a guide, but not 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.