

# CONSTITUTION AND BYLAWS

Revised 2002

## CONSTITUTION

### ARTICLE I

#### **Name and Objectives**

**Section 1.** The name of this Club shall be the Southern California Bouvier des Flandres Club, Inc.

**Section 2.** The objectives of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Bouvier des Flandres. And to do all possible to bring the natural qualities of the dogs to perfection.
- b. To urge members and breeders to accept the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which the Bouvier des Flandres shall be judged.
- c. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, herding tests and trials.
- d. To conduct sanctioned matches, specialty shows, obedience trials, herding tests and herding trials under the rules and regulations of the American Kennel Club.
- e. To lend aid, encouragement, counsel and advice to novices, breeders, and/or exhibitors.
- f. To further the dissemination of knowledge regarding the Bouvier des Flandres.

**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. Profits obtained by the Club are devoted to the objectives of purposes above and/or charitable or civic organizations which are 501 (c) (3) designated.

**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 objectives.

# BYLAWS

## ARTICLE I

### Membership

**Section 1.** *Eligibility.* There shall be *two types* of **voting** membership and *three types* of **non-voting** membership.

***Voting*** membership is open to all persons 18 years of age and older who are in good standing with the American Kennel Club, who reside in the greater Los Angeles area, subscribe to the purposes of this Club and who at the time of application for membership are owner or part owner, or are the spouse of an owner or part owner of a Bouvier des Flandres. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors and Bouvier fanciers in its immediate geographic area. (re: greater Los Angeles area)

***Non-voting*** membership is open to all persons.

#### Voting Memberships:

- a. *Regular Membership* open to all persons 18 years of age or older, who meet the eligibility requirements for membership and are sponsored by two (2 voting) members in good standing with the Club and the applicant resides within the greater Los Angeles area. Each regular membership shall be entitled to one vote.
- b. *Household Membership* shall be for two (2) or more people living in the same household in the greater Los Angeles area. A household membership shall be entitled to no more than two votes and those voting must be eighteen (18) years of age or older at the time of application, meet the eligibility requirements for membership, and are sponsored by two (2) members in good standing with the Club.

#### Non-voting Memberships:

- a. *Junior Membership:* Open to any person under 18 years of age, who is in good standing with the American Kennel Club, who subscribes to the purposes of this Club, who at the time of application meets the eligibility requirements for membership, and are sponsored by two (2) members in good standing with the Club. Junior members will *not* be entitled to vote on Club matters nor will they be eligible to hold office. A Junior member shall become a Regular member with all the rights and privileges attached thereto upon reaching eighteen (18) years of age. Dues of Junior members will be

two-thirds (2/3) that of the Regular membership and will remain at that level until the end of the calendar year in which they turn eighteen (18) years of age.

- b. *Associate Membership:* Associate membership shall not require endorsement of any members and does not require ownership of a Bouvier des Flandres. Associate members can not vote or hold office, but will be entitled to participate in all Club activities and will receive the Club Newsletter.
- c. *Honorary Membership:* Any individual who has distinguished her/himself because of outstanding service to the Club or betterment of the Breed can be recommended by the Board for honorary membership and elected by the General Membership. Honorary members shall not have voting privileges unless they pay dues.

**Section 2.** *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-laws of the Southern California Bouvier des Flandres Club and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two (2) members of the Club in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year and the one time administrative fee. The application should then be forwarded to the Club Secretary.

- a. The Club Secretary shall submit the application for membership at the next regular Board Meeting. A majority of the quorum vote of the Board of Directors is required to pass the membership application on to the General Membership for their approval through publication in the Bulletin.
- b. If no written comments are received from the General voting membership, the application will stand as presented. Written comments regarding a membership application received from the membership by the Board will be read at the next scheduled meeting, and a vote taken of the members present. Only a simple majority of the eligible votes present is required for membership.
- c. In the event the application was not approved under Article III, Section 1, Paragraph c, of this Constitution and Bylaws, the prospective member has the recourse to appeal that decision to the General Membership at the next regularly scheduled meeting.

**Section 3.** *Dues.* The annual dues of the Southern California Bouvier des Flandres Club will be set by its Board of Directors. Membership dues may not exceed \$100.00 per year. Any change in dues shall become effective immediately following the vote to implement such change. Membership dues are payable on or before the 1<sup>st</sup> day of June of each year. No member may vote whose dues are not paid for the current year. On or before May

1<sup>st</sup> the Treasurer shall send to each member a statement of dues for the ensuing year. Membership will be considered lapsed if not paid by June 30th.

**Section 4.** *Termination of Membership.* Memberships may be terminated:

- a. *By resignation.* Any member in good standing may resign from the Club upon written notice to the 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.
- b. *By lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the membership year. 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 IV of these Bylaws.

**Section 5.** *Club Property.*

- a. No member of the Club shall use the Club or its equipment for their own private or commercial use. Club equipment; shall include the Club Logo, Club Banners, all articles and hardware purchased with Club funds, and all articles and hardware donated to the Club.
- b. Club members shall not dispose of, by sale, gift or any other means, Club equipment, unless authorization to do so is obtained from the Board of Directors.
  - i. Requests for authorization must be made in writing or in person at a regular Board Meeting or at a Special Board meeting. Approval of such requests shall require a majority vote of the Board.
  - ii. In the event that no Board Meeting is scheduled between the date of request and the date of use or disposal of Club equipment, the President shall approve or deny requests.

## **ARTICLE II**

### **Meetings and Voting**

**Section 1.** *Club Meetings.* Meetings of the Club shall be held each month within the greater Los Angeles area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the voting members in good standing.

**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 and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good

standing. Such special meetings shall be held within the greater Los Angeles area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than fifteen 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 20 percent of the voting members in good standing who are present.

**Section 3.** *Board Meetings.* Meetings of the Board of Directors and Officers shall be held each month within the greater Los Angeles area at such hour and place as may be designated by the Board. Written notice including use of electronic media of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

**Section 4.** *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Los Angeles area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice, including use of electronic media shall be mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Officers and Board.

**Section 5.** *Voting.* Each voting member in good standing, whose membership includes voting rights and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Votes to be cast in person by a show of hands, though any member can request a secret ballot vote at any time. Proxy voting will not be permitted at any club meeting or election.

## **ARTICLE III**

### **Directors and Officers**

**Section 1.** *Board of Directors.* The entire Board (9) shall be comprised of the Officers (4) and the immediate past president, if one exists, and four (4) other duly elected persons, all of whom should be members in good standing. If no immediate past president is available, a fifth person shall be elected as Director. All Officers and Directors shall be elected for a one year term at the Clubs annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs and its property shall be entrusted to the Board of Directors. Any Officer or Board Member who is absent, without reasonable cause, for 3 Board Meetings may be terminated from the office, and the remaining Officers and Board Members shall

appoint a Club Member in good standing for the remainder of the term of office of the terminated Office or Board Member(s).

**Section 2.** *Officers.* The Club's officers, consisting of the President, Vice President, 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 also be an 'ex officio' member of all committees except the nominating committee. At regular or special meetings of the membership, the President shall have, in addition to his/her individual vote, another vote by virtue of his/her office. This provision is to be invoked only in cases of tie vote at any of said meetings.
- 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. The Vice President shall also serve as program chairman.
- 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 all 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, and carry out such other duties as are prescribed in these bylaws.
- d. The **Treasurer** shall collect and receive all moneys due or belonging to the Club. Monies shall be deposited in a bank or trust company designated by the Board, in the name of the Club. Monies shall not be drawn out except upon a check signed by the Treasurer for amounts up to and including \$500; and the Treasurer and the President or the Treasurer and the Vice-President for amounts over \$500. 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 Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

All monies of the Club shall be immediately deposited in the name of the Club in such bank or trust company as the Board of Directors may designate.

- e. No elected Officer can be re-elected to the same office for a third consecutive term except where unusual circumstances warrant. Such deviation will require the consent of the nominating committee and the Board, before that person may run for an additional term against others nominated for that office as elsewhere provided in the bylaws.

- f. Officers and Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
- g. The Board of Directors, at the Club's expense, may require a bond from any Officer, Agent, or representative of the Club whose duty it shall be to handle the finances of the Club.

**Section 3.** *Vacancies.* 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 all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; 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.

## **ARTICLE IV**

### **The Club Year, Annual Meeting, Elections**

**Section 1.** *Club Year.* The Club's fiscal year shall begin on the first day of June and end on the last day of May. 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.

**Section 2.** *Annual Meeting.* The annual meeting shall be held in the month of December at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

**Section 3.** *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 4 or 5 nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. In case of tie votes for an Officer or Director, the tie would be broken by a majority vote of the members present. The following procedure is to be observed with regard to the election of Officers and Directors. Each voting member present at the Annual Brunch will receive one ballot; all voting will be by secret ballot only. Ballots shall be counted at the meeting by three (3) inspectors of elections, one of whom shall be the Club Secretary or a person designated by the Board and the others to be chosen by the members present at the meeting.

**Section 4.** *Nominations.* No person may be a candidate in a Club election who has not been nominated.

During the month of August, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of who shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the committee and it shall be his/her duty to call a committee meeting, which shall be held on or before August 31<sup>st</sup>.

- a. During the month of August, the committee shall nominate, one candidate for each Office and no more than five (5) candidates for the Board of Directors, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated by October 1.
- c. Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE V**

### **Committees**

**Section 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

**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 VI**

### **Discipline**

**Section 1.** *American Kennel Club suspension.* Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from privileges of the Southern California Bouvier des Flandres Club for a like period.



**Section 2.** *Charges.* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if the Board following a hearing does not sustain such charges. The Secretary shall promptly send one copy of the charges to each member of the Board or present them at a Board meeting, and **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 not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send on copy of the charges to the accused member by registered mail 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.* 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 may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it 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 fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, it's finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of parties of the Board's decision and penalty, if any.

**Section 4.** *Expulsion.* Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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 Board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then 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 VII**

### **Amendments**

**Section 1.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Club Secretary signed by fifteen (15) voting members 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 Club Secretary for a vote within three (3) months of the date the petition was received by the Club Secretary.

**Section 2.** The Constitution and Bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

**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 2/3 of the voting members. 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 member 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

Minutes of last meeting

Reports of officers

Reports of committees

Election of officers and board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting

Report of officers

Reports of committees

Unfinished business

New business

Adjournment

## **ARTICLE X**

### **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.