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ABdFC Constitution and Bylaws effective July 28, 2015

## **Constitution**

### **Article I**

**Sec. 1.** The name of this club shall be the American Bouvier des Flandres Club, (ABdFC) Inc. Hereinafter known as “the Club”

**Sec. 2.** The purpose for which the Club has been formed are:

- a.** To promote and advance the breeding of purebred Bouviers des Flandres and the dissemination of knowledge regarding Bouviers des Flandres.
- b.** To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (AKC) as the only standard of excellence by which Bouviers des Flandres shall be judged.
- c.** To do all in its power to protect and advance the interests of the breed and owners by encouraging sportsmanlike behavior and competition at dog shows, performance, and companion trials for which the Club is eligible, following the Rules and Regulations of the AKC.
- d.** To conduct sanctioned matches and specialty shows and Companion and Performance trials under the Rules and Regulations of the AKC.
- e.** To lend aid, encouragement, counsel and advice to laymen and the inexperienced.
- f.** To encourage the organization of independent local Bouvier des Flandres specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements and Rules and Regulations of the AKC.
- g.** To promote responsible dog ownership and breeding and protect the welfare of the Bouvier des Flandres through breed rescue.

### **Article II**

**Sec. 1.** Nothing herein contained shall be construed to make this organization a partnership or to make any member of this organization in any way responsible or liable under the partnership law for the acts, debts, defaults or liabilities of any character whatsoever of any member.

**Sec. 2.** 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.

**Sec. 3.** 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 and Dues**

**Sec. 1.** There shall be five types of membership:

**a.** Regular (Individual): Open to any person over the age of eighteen (18) years in good standing with the AKC and who subscribes to the purposes of this club, who at the time of application for membership, is an owner or part-owner or is the spouse of an owner or part-owner of a Bouvier des Flandres. A regular member enjoys the privileges of the Club, including the right to hold office (subject to article III, sec. 1) and the right to vote. Dues for regular membership shall not exceed \$60.00.

**b.** Dual Household: When two regular (individual) members reside in the same household, they may request dual household status for any year subsequent to their initial year of membership. Each member in dual household status has the right to vote and the right to hold office (subject to article III, sec. 1), but the dual household will be provided only one copy of all club publications, minutes and notices. Dues for dual household membership shall not exceed \$120.00.

**c.** Junior: Open to any person seventeen (17) years of age or under who is in good standing with the AKC and who subscribes to the purposes of the Club. Junior members will not be entitled to vote on any Club matters nor will they be eligible to hold office. A Junior member shall become a Regular member with all of the rights and privileges attached thereto upon reaching eighteen (18) years of age. Dues for junior membership shall not exceed \$30.00.

**d.** Foreign Member: For purposes of this Club, any person who is not a resident of the United States (U.S.) (or its territories and possessions), is an owner or part-owner, or is the spouse of an owner or part-owner of a Bouvier des Flandres. Foreign members shall be entitled to all club privileges, except voting and holding office. Dues for foreign membership shall not exceed \$60.00.

**e.** Associate Members: For the purposes of the Club, any person who is a resident of the U.S. (or its territories and possessions) and who is not an owner of a Bouvier des Flandres at the time of application. Associate members shall be entitled to all Club privileges, except voting and holding office. Dues for associate membership shall not exceed \$60.00.

**f.** Every application for membership shall be made on the Club's official form, shall be endorsed by two (2) members in good standing, who shall not be related to each other by blood or marriage and who are not residents of the same household, and shall be forwarded to the Secretary. After making such inquiry regarding the applicant as deemed adequate, the Secretary shall report on every application for membership to the Board of Governors who shall consider and take action on the application with reasonable diligence. Election to membership shall be made by a two-thirds vote of the Board of Governors, cast either by mail or at a meeting of the Board.

**Sec. 2.** Dues:

Dues for the following calendar year for Regular members, Dual Household, Juniors, Foreign and Associate members shall be set by the Board of Governors at its first meeting after the Club's annual meeting. Dues for members shall not exceed sixty dollars (\$60.00) per year per individual member. Dues of Junior members shall not exceed half that of Regular members and will remain at the Junior level until the end of the calendar year in which they turn eighteen (18) years of age. For those who are elected to membership at or after the annual meeting in any given year, the dues submitted with the application shall be applied to the ensuing year. The

Board of Governors may set a yearly surcharge for members who receive club publications at foreign addresses, which surcharge shall approximate the difference between the costs of domestic mail and of foreign mailings for club publications.

An initiation fee of \$5.00 is required with each application for membership.

**Sec. 3.** Members in Good Standing:

- a. are not suspended by the ABdFC or the AKC,
- b. have paid all current dues
- c. have no 30 day past due debts to ABdFC or its Affiliates
- d. maintain possession of ABdFC equipment, records, funds, or assets only for which they are authorized.

**Sec. 4** Termination of Membership in the Club:

Membership in the Club may be terminated by:

- a. Resignation. Any member in good standing may resign by giving written notice to the Secretary. Such resignation shall be presented to the Board of Governors at their next meeting following its receipt, but the acceptance of such resignation shall not be required to make it effective.
- b. Lapse. A membership will be considered as lapsed and automatically terminated if the member's dues remain unpaid sixty (60) days after the first day of the calendar year. In no event may a person whose dues are unpaid as of the date of a meeting or ballot be entitled to vote at that meeting or on the ballot.
- c. Expulsion. A membership may be terminated by expulsion as provided in Article VIII of these Constitution and Bylaws.

**Sec. 5.** Reinstatement.

If a lapsed member requests reinstatement in writing or by email directed to the Secretary before June 1 of the calendar year, and pays the delinquent dues, the Board of Governors may vote on reinstatement of the member. Lapsed members requesting reinstatement may not vote or hold office until the Board votes the lapsed member as reinstated. Reinstated members will not receive back issues of Club publications. After May 31, a lapsed member must submit an application for membership if membership is desired.

## **Article II Meetings**

**Sec. 1.** Annual meeting:

There shall be an annual meeting of the Club in the month of October of each year, or within the fifteen day period before or after the month of October. The time and place of the meeting must be announced by the Secretary according to Article II, Section 4.

**Sec. 2.** Special meetings:

Special meetings of the members may be called at any time by the President. Special meetings shall be called by the Secretary either upon the request of a majority of the entire Board of Governors or upon the written request of six (6) members of the Club. The object for which a special meeting is called shall be stated in said request and a notice of such special meeting shall be mailed or emailed at least ten (10) days prior thereto, to every member or dual household in good standing. No business other than that which is stated shall be transacted at said meeting.

**Sec. 3.** Time and place of any meeting of the membership shall be determined by the Board of

Governors, except as otherwise provided by these Bylaws.

**Sec. 4.** Notice of annual and special meetings of the members shall, at least ten (10) days before the day on which the meeting is to be held, be given to each member or dual household by delivering a written or printed notice thereof by hand-delivery, by mail, or by email, addressed to the Member or Dual Household at the address registered with the Club for each Member or Dual Household.

Notice of all meetings shall set forth the place, date, time and purpose of the meeting.

**Sec. 5.** Quorum and manner of acting:

At all meetings of members, the presence in person of fifteen (15) members shall constitute a quorum for the transaction of business and except as otherwise required by statute or by the Bylaws, the act of a majority of the members present at any such meeting at which a quorum is present shall be the act of the members. In the absence of a quorum, a majority of members present may adjourn the meeting from time to time, but not for a period of more than thirty (30) days at any one time, until a quorum shall attend.

At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given.

**Sec. 6.** Board meetings:

**a.** The Board of Governors shall meet from time to time as they shall deem necessary, and the Secretary shall call special meetings of the Board of Governors by order of the President or Chairman or upon the request of any three members of the Board. Board meetings shall be gatherings where the attendees are able to see and/or hear each other and include face-to-face-meetings, teleconferences, and video conferences.

**b.** At all Board meetings, six (6) members shall constitute a quorum of the Board for the transaction of business.

**c.** The Board shall prescribe rules for its own regulations and government, and shall define the duties and powers of its committees.

**d.** The Board of Governors may conduct its business in accordance with AKC Policy: Voting at meetings or through mail, fax or email. In order for business (voting) to be conducted by email, all board members must agree to conduct business (vote) by email, every board member must possess or be provided with the means to participate, the board must establish and have in place a procedure or mechanism to verify that each eligible member is receiving board emails, and the board must establish and have in place a procedure to verify the identity of the individuals participating to ensure they are the eligible board members.

### **Article III Officers and Governors**

**Sec. 1.** Board of Governors:

The number of Governors shall be eleven (11) and shall be comprised of President, Vice President, Secretary, and Treasurer and seven (7) other persons, all of whom are members in good standing who are residents of the U.S.. The management of the Club and the care and custody of its property shall be vested in its Board of Governors. Other than the officers, two (2) governors shall be elected at the annual meeting for a term of three (3) years, or until their successors shall have been elected or installed with the exception of every third year when three (3) governors will be elected, thus maintaining the total of seven (7) governors and four (4)

officers.

**Sec. 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 members and the Board and its meetings.

All Officers shall be elected at the annual meeting of the Club and shall hold office for a term of one year or until their successors shall have been elected and installed. The office of President may not be consecutively held for more than two (2) terms.

**a.** The President shall preside at all meetings of the Club and shall perform such duties as are usually incidental to the office of the President, subject to the approval of the Board of Governors, and shall be an ex-officio member of all committees.

**b.** The Vice President shall in the absence (due to the President's incapacity or death) of the President perform the duties of the President and shall perform such other duties as requested by the board of governors.

**c.** The Treasurer shall collect all fees, dues and other monies that may become due or owing to the Club and shall keep suitable books for that purpose and a correct account of the same. 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 Governors may designate and shall not be drawn out except upon a check signed by the Treasurer and counter-signed by the President or other Officer or by transfer voucher to approved imprest accounts of imprest funds authorized by the Treasurer and counter-authorized by the President or other officer. In the event of illness, absence or inability of the Treasurer to act, his duties may be performed by such persons as the Board of Governors may appoint for the purpose. The Treasurer shall submit at the annual meeting of the Club a written report of the receipts and disbursements during the preceding year and the amount of monies and property on the date of said report. The books shall be open at all times for inspection by the Board of Governors and shall be audited at least thirty (30) days prior to the annual meeting.

**d.** The Secretary shall keep the minutes of all meetings of the Club and keep an accurate and correct list of members and their addresses. The books shall be open for inspection at all times by the Board of Governors. The Secretary shall have charge of all correspondence and shall promptly notify all members of matters which they may be entitled to know. It will be the Secretary's responsibility to send out annual dues notices thirty (30) days in advance of due date.

The Secretary shall have charge of all books and papers, excepting those of the Treasurer, of the Club and its Seal, and shall perform all other duties pertaining to the office. In the absence of the Secretary, said duties may be performed by such person as the Board of Governors may appoint.

**e.** The Delegate to the AKC shall regularly attend all AKC delegate meetings and shall report to the Board of Governors the results of such meetings. The term of the Delegate shall be one (1) year. The Delegate position is not a voting position on the Board of Governors, but the Delegate should attend all board meetings. The Delegate is not precluded from also being an Officer or Governor of the Club.

**Sec. 3.** A vacancy in any office shall be filled at once by the Board of Governors until the next election and the voting shall be by ballot.

**Sec. 4.** The Board of Governors shall elect a Chairman and Vice Chairman from its own members who shall preside at all its meetings. The Board of Governors may select a club

member to serve as an assistant to the Secretary who shall assist the Secretary in the tasks of the office; an assistant to the Secretary shall not have any rights of an Officer or Board member.

**a.** Duties of the Chairman of the Board shall include:

- i.** presiding at all regular and special meetings of the Board of Governors,
- ii.** assisting the Secretary in the preparation of the agenda for each Board meeting,
- iii.** coordinating the activities of the Club to make sure that all jobs are being covered adequately, and
- iv.** performing such other duties as from time to time may be assigned by the Board of Governors.

**Sec. 5.** The Board of Governors may require a bond for any Officer, Agent, or representative of the Club whose duty it shall be to handle the finances of the Club.

**Sec. 6.** The retiring Officers and Committees shall give their reports covering the year's work at the annual meeting.

**Sec. 7.** The address of the Club for mail, correspondence, etc. shall be that of the Secretary.

## **Article IV Club Year, Eligibility, Nominations, Elections and Voting**

### **Sec. 1. Year**

The Club's fiscal year shall begin on the first (1st) day of July and end on the thirtieth (30th) of June of the following 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 Governors shall take office immediately upon the conclusion of the annual meeting, except that the President, if newly-elected, shall take the Chair immediately. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

### **Sec. 2. Eligibility**

Failure of a retiring officer to turn over properties, records or funds will result in that person being designated a member not in good standing. (See Article I, Section 3)

Any regular member in good standing may be eligible for nomination for any office, subject to the provisions contained in these Bylaws. Any candidate for re-election, whether to the same or any other position on the Board, as a Delegate or an Officer, must, during the previous calendar year, have attended at least half of the meetings of the Board for which he shall have received written notice.

### **Sec. 3. Nominations**

The Board of Governors shall appoint a Nominating Committee before May 1st of each year. The committee shall consist of three (3) members (one of whom shall be designated Chairman) and two (2) alternates. All Committee members shall be Regular members in good standing but no more than one (1) may be a member of the current Board of Governors.

The Nominating Committee may conduct its business by teleconference, mail, fax and email.

The Nominating Committee shall nominate, from among the eligible Regular members of the Club, one candidate for each office, for each open position on the Board in accordance with Articles III, Section 2 of these Bylaws, and for Delegate to the AKC, and shall obtain in writing the acceptance of each such nominee.

The Committee shall submit before June 10th, its slate of candidates to the Secretary who shall

mail the list, including the full name and address of each nominee, to each member in good standing by July 1st. This will allow additional nominations to be made by the members if they so desire.

Additional nominations of eligible members may be made by written petition signed by fifteen (15) or more members in good standing. The petition must be sent to the Secretary's regular address and received by August 15th. Written acceptance by each such additional nominee must accompany the petition. Biographical information from each candidate, regardless of how nominated, must be received by the Secretary no later than August 15th. Except for the position of Delegate, no person shall be a candidate for more than one position.

Nominations cannot be made at the annual meeting nor in any manner other than as provided in these Bylaws.

**Sec. 4. Elections**

If the final slate consists of only one candidate for each office, the nominees shall be declared elected at the time of the annual meeting and no balloting will be required. When there is more than one candidate nominated for any office, the Secretary, by September 1, shall mail to each member in good standing a ballot listing, in alphabetical order, all of the nominees for each position together with an unmarked envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. Biographical information on each candidate shall accompany the ballot and shall include the state of residence of each and background information as submitted by the nominee. So that the ballots may remain secret, each voter, after marking the ballot, shall seal the marked ballot in the unmarked envelope and then shall place the unmarked envelope into the second envelope addressed to the Secretary for mailing to the secretary. At the annual meeting three (3) members in good standing, who are neither members of the current Board nor candidates on the ballot, shall be chosen by the members present at the meeting to act as Inspectors of Election. The Inspectors of Election shall first check the returned envelopes against a list of members in good standing. After this has been done, all outer envelopes shall be opened and discarded prior to opening the blank envelopes containing the ballots which they should then proceed to count. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and if there is no other nominee for the same office and a vacancy is thus created, it shall be filled by the new Board at its first meeting in accordance with Article III, Section 3. The Inspectors shall certify to the eligibility of the voters as well as the results of the election.

**Sec. 5 Voting**

Each Regular member in good standing shall be entitled to one vote. At the annual or any 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, Delegate and Governors. Amendments to the Constitution, Bylaws, the Standard for the breed, as well as the selection of a judge or judges for the regular breed classes and futurity at the Club's Specialty show, shall be conducted by written ballot cast by mail. The ballot shall be sent to the Secretary using the same procedure as for elections, except that the "count" shall be conducted by the Secretary and two other members appointed by the Board. In addition to the above, the Board may decide to submit other specific questions for decision of the members by written ballot cast by mail. Preferential voting may be used in the selection of judges.

In case of a tie vote on any matter brought before the Club membership, the Robert Rules of Order shall prevail, except that in the event the tie occurs in the vote for an Officer, Delegate or

governor at the annual meeting, the counting of the votes will be performed by two individuals who will be appointed as Inspectors of Election by the President at the meeting at which the results of the first balloting were announced.

Either or both of the newly appointed Inspectors of Election may but need not have been members of the previous Inspectors of Election panel.

In the event special circumstances so warrant, the Board may designate an independent accounting firm to receive and count ballots for an election or other issue of an unusually sensitive nature.

## **Article V Committees**

**Sec. 1.** The Board of Governors may appoint for each year's national specialty a Show Chairman, who shall select other members to serve on the national specialty Committee, and said Chairman shall hold office until a successor is appointed or the final specialty report from the Chairman is accepted by the Board. The Committee shall have full, complete, and final authority in all matters appertaining to the conduct of the relevant point shows and performance trials, subject to the general supervision of the Board of Governors.

**Sec. 2.** The Board of Governors may each year appoint standing committees to advance the work of the Club.

**Sec. 3.** The President, or the Board of Governors, may appoint special committees at will whenever they deem it necessary for the best interest of the Club.

**Sec. 4.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s), and the Board may appoint successor(s) to those persons whose service has been terminated.

**Sec. 5.** Such committees shall always be subject to the final authority of the Board.

## **Article VI Amendments**

**Sec. 1.** Amendments to the Constitution and Bylaws and to the standard of the breed may be proposed by the Board of Governors or by written petition addressed to the Secretary signed by twenty (20) per cent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors and must be submitted to the members with recommendation of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

**Sec. 2.** The Constitution and Bylaws and the standard of the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member accompanied by a ballot on which may be indicated the member's choice for or against the proposed amendment. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of three-fourths (3/4) of the members in good standing whose ballots are returned within the time limit shall be required to adopt any such amendment.

**Sec. 3.** No amendments to the Constitution and Bylaws or to the standard of the breed adopted by the Club shall become effective until they have been approved by the Board of Directors of the AKC.



**Article VII Dissolution**

**Sec. 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club 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 Governors.

**Article VIII Discipline****Sec. 1.** AKC Suspension:

Any member who is suspended from any of the privileges of the AKC automatically shall be suspended from the privileges of this Club for a like period.

**Sec. 2.** Charges:

Charges may be preferred by any member in good standing against a 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 Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Governors 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 or the breed. If the Board determines 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. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a Discipline Committee of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one 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 and present testimony and exhibits, and bring witnesses who may testify. The disciplinary hearing may be conducted by teleconference call if all parties to the hearing consent in writing.

**Sec. 3.** Board hearing:

The Board of Governors or Committee 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 Committee may, by a majority vote of those present, 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. 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or 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 decision and penalty, if any.

**Sec. 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 the recommendation of the Board of Governors or Committee as provided in Sec. 3 of this Article. The defendant shall have the privilege of appearing at the Annual meeting, 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 address the membership. The meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

**Article IX Miscellaneous**

**Sec. 1.** Robert's Rules of Order shall prevail on all procedural matters not covered by the Bylaws during meetings of either the Club or the Board.

**Sec. 2.** The order of business to be followed at each meeting shall be:

- a. Roll Call
- b. Reading of minutes of previous meeting
- c. Reports of Officers
- d. Reports of Standing Committees
- e. Reports of Special Committees
- f. Communications and Bills
- g. Election of Officers and Board
- h. Unfinished business
- i. New business
- j. Adjournment

**Sec. 3.** The Constitution and Bylaws heretofore set out are made and adopted subject to the rules, regulations, Constitution and Bylaws of the AKC, and in case of conflict the AKC rules, regulations, Constitution and Bylaws shall control.

**Sec. 4.** An Historian may be appointed by the President.

**Sec. 5. Email notification**

The Club may use email to provide its Members and Board of Governors with notices, including but not limited to dues and meetings, and minutes, reports and other club documents, provided the Member or Board member has signed an authorization agreeing to this method of communication and designating the email address. This authorization shall be revocable upon notice to the Secretary and shall provide that the member releases the Club from any liability should the notification or other email communication be received late or not received by the Member or Board Member due to circumstances beyond the control of the Club.