



Briard Club of America

Constitution & Bylaws

Adopted September 1944

Revised March 1971, June 1975, November 1977, December 1992, October 1995, April 1999, November 2006, February 2008, March 2009

Constitution

Article I - Name and Objectives

Section 1. The name of the Club shall be the Briard Club of America, Inc.

Section 2. The objectives of the club shall be:

- a) to do all possible to bring the natural qualities of the Briard to perfection.
- b) to encourage the organization of independent local Briard Specialty Clubs in those location where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- c) 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 Briards shall be judged;
- d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials;
- e) to conduct sanctioned matches and specialty shows and/or obedience trials under the rules of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profit 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, revise such bylaws as may be required to carry out these objectives.

Bylaws

Article I - Membership

Section 1. Eligibility. There shall be four types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

Individual membership. Open to persons 18 years of age and older. Individual members are entitled to all privileges of the club including the right to vote and hold office.

Joint membership. Open to two persons 18 years of age and older who reside in the same household. They are entitled to all privileges of the club including the right to hold office. Each of these two persons will have one vote.

Lifetime membership. Membership is extended to those members that have been a member of the Briard Club of America for a minimum of thirty (30) years, not necessarily consecutive, and who have met the following provisions:

During the course of membership,

- the member must have served as an Officer or Director on the Board of Directors for two (2) years,
- *or* have been a committee chairperson for at least four (4) years,
- *or* have been a Trustee of the Health and Education Trust or Rescue Trust for at least four (4) years,
- *or* chaired a Rassemblement or National Specialty Show,
- *or* provided other documented, extensive meritorious service to the Club for at least ten (10) years.

Any member who has met these requirements can be nominated. Nominations should be submitted no later than December 31 of any year, to the Corresponding Secretary of the BCA for membership verification, along with a statement of service to the BCA.

Following Board approval, the member shall be notified in writing, as to their membership status. Any member receiving Lifetime membership status will enjoy all benefits of the club including, but not limited to voting and holding office however, they need not pay dues.

Junior membership. Open to all persons 10-17 years of age. Junior members cannot vote or hold office. Junior members automatically convert to Individual membership or Joint membership upon reaching their 18th birthday.

Section 2. Membership dues shall be determined by a majority of a mail vote of the membership. Dues shall not exceed \$100.00 per year for Individual membership, \$125.00 per year for Joint membership, and \$25.00 per year for Junior membership. Dues are payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. For a change of dues to be effective at the start of any calendar year, voting and tabulating of voting must be completed by October 15th of the previous year.

Section 3. 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 these Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) members. A Joint Membership shall not constitute the two (2) members for endorsement purpose. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail shall be required to elect an applicant.

An application which has been rejected by the Board may be presented by the applicant's endorsers at the next meeting of the Club and the Club may elect such applicant by favorable vote of 90% of the members present. Conversion of an Individual Membership to Joint Membership or former member reapplying shall follow the same procedure as prescribed for a new applicant.

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 Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they may become incurred on the first day of each calendar year.

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

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

Article II - Meetings

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held during the three (3) month period of August, September and October, in conjunction with the Club's

Specialty Show if possible, in a place, date and hour designated by the Board of Directors. 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 10% of the members in good standing.

Section 2. Special Club Meeting. Special Club Meetings may be called by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail and shall be called by the Corresponding Secretary upon receipt of a petition signed by 15% of the members of the Club who are in good standing. Such meeting shall be held at a place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Corresponding Secretary at least thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 15% of the members in good standing.

Section 3. Within thirty (30) days following a Club meeting, 15% of the members in good standing may petition the Corresponding Secretary for a mail vote of the membership regarding any particular motion or motions voted upon. If so petitioned, the Corresponding Secretary shall poll the membership by mail such that the voting be completed within thirty (30) days of receipt of the petition.

Section 4. Board Meeting. The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Written notice of each such Board meeting shall be mailed by the Corresponding Secretary to each member of the Board at least thirty (30) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or by mail.

Section 5. The Board of Directors may conduct its business by mail through the Corresponding Secretary.

Article III - Directors and Officers

Section 1. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and six (6) other persons all of whom shall be members in good standing and all of whom shall be elected as provided in Article IV and shall serve until their successors are elected. The President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer shall be elected for two (2) year terms. The President and Vice-President and the Recording Secretary shall be elected at the Annual Election held in odd numbered years and the Corresponding Secretary and Treasurer shall be elected at the Annual Election held in even numbered years. The six (6) Directors shall be elected in two classes, each class of three (3) to serve for two (2) consecutive official club years. The term of office of one class shall automatically be elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, 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 powers and duties normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matter of which a record shall be ordered by the Club and carry out such other duties as prescribed in these Bylaws.

d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as prescribed in these Bylaws.

e) The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in the bank approved by the Board in the name of the Club. His books shall be at all times open to inspection by the Board and he shall report to them at every meeting the condition of the Club's finances and every items of receipt or payment not before reported; and at the annual meeting, he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded when and in such amount as the Board of Directors shall determine.

Section 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office 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.

Section 4. Conflict of Interest. In addition to the provisions in sections 450.2545 and 450.2546 of the Michigan Nonprofit Corporation Act, 162 of 1982, (M.C.L. §450.2101 *et seq.*), or as it hereinafter may be amended, a director or officer who has a direct financial interest in any matter coming before the board of directors shall:

- a) Disclose the nature of the financial interest, and
- b) Abstain from voting on the matter.

The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

Article IV - The Club Year, Voting, Nominations and Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of July and end on the 30th day of June. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election of 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 successor in office, all properties and records relating to that office within thirty (30) days after the election.

Section 2. Voting. At the annual meeting or at a special meeting of the Club, voting at the meeting shall be limited to those members in good standing who are present at the meeting, except the election of Officers and Directors, changes in membership dues, amendments to the Constitution and Bylaws and the Standard for the Breed, which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for the decision of the members by written ballot cast by mail.

Section 3. Annual Election. At the annual meeting for the election of Officers and Directors, the vote shall be conducted by ballot. Ballots to be valid must be received by the Recording Secretary prior to a date ten (10) days before the annual meeting. Ballots shall be opened and counted immediately thereafter in the presence of a Notary Public, who shall not be a member of the Club, and who shall certify the results. The results shall be announced publicly at the annual meeting. Ballots shall be available for inspection for ninety (90) days following the annual meeting. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors as provided by Article III, Section 3. The Board of Directors, if it deems necessary, may select an outside professional firm to receive and count the ballots in lieu of the Recording Secretary, in which case the services of a Notary Public will not be required.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before March 15th. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing nor more than one (1) of whom may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail.

a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each office and for each of the three (3) pending vacant positions on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Corresponding Secretary, who shall mail the list to each member of the Club on or before May 15th, so that additional nominations may be made by the members if they so desire.

b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received at his regular address on or before June 15th, signed by five (5) members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one (1) position, and the additional nominations which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.

c) If no valid additional nominations are received by the Corresponding Secretary on or before June 15th, the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no balloting will be required. The stipulations of (b) and (c) regarding additional nominations shall appear on the list of candidates mailed as per (a) above.

d) If one or more additional valid nominations are received by the Corresponding Secretary on or before June 15th, he shall, on or before July 1st, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Recording Secretary 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 his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary. The Recording Secretary, in the presence of a Notary Public or the outside professional firm, as provided in Section 3 of this Article, shall check the returns against the list of members whose dues are paid for the current year prior to the opening of the outer envelope and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the annual meeting.

e) Nominations cannot be made at the annual meeting or any other way than provided above.

Article V - Committees, Delegate and Breed Publications

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, memberships 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 or 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.

Section 3. The Board shall each year appoint a Delegate to the American Kennel Club. The Delegate may, but need not be, a Director or Officer of the Club, but shall be a

member of the Club. He shall continue to serve until the credentials of his successor have been approved by the American Kennel Club.

Section 4. The Club shall regularly issue a breed publication. The Board shall appoint an Editor for the publication. His term shall continue until he is replaced by the naming of a new editor.

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 the privileges of this Club for a like period.

Section 2. Charges. Any member may refer charges against a member for alleged misconduct prejudicial to the best interests of the breed or Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary, together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing.

The Corresponding Secretary shall promptly send a 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 breed or Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the breed or Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board or a 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 Corresponding Secretary shall promptly send one (1) 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 own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board 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 defendants from all privileges of the Club for not more than six (6) months of 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 his 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 findings shall be put in written form and filed with the Corresponding 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 recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his 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 own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual 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 percent (20%) 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 Corresponding Secretary for a vote within six (6) months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of the mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing, whose ballots are returned within the time limit, shall be required to effect any such amendment. The Board of Directors, if it deems necessary, may select any outside firm to receive and count the ballots in lieu of the Recording Secretary.

Section 3. No amendment to the Constitution or Bylaws or to the Standard for the Breed 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 members. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof 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 charitable organizations for the benefit of dogs selected by the Board of Directors.

Article IX - Order of Business

Section 1. At the 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 the last meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of Officers and Board (at Annual Meeting)
Unfinished Business
New business
Adjournment

Article X - Parliamentary Authority

Section 1. In all matters not specifically covered by the provision of these Constitution and Bylaws, the rules contained in Robert's Rules of Order (Revised) shall govern the Club in all cases to which they are applicable.