

# THE CONSTITUTION AND BYLAWS OF THE AMERICAN BEAUCERON CLUB, INC.

## CONSTITUTION

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### Article I - Name and Objectives

#### Section 1.

The name of the Club shall be the American Beauceron Club, Inc., incorporated as the North American Beauceron Club, Inc. as a non-profit corporation in the Commonwealth of Pennsylvania.

#### Section 2.

The objectives of the Club shall be:

- (a) To encourage and promote in the breeding of pure-bred Beaucerons and to do all possible to bring their natural qualities to perfection;
- (b) To encourage the organization of local Beauceron Clubs under the auspices of the American Beauceron Club where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club; These clubs shall adhere to the Bylaws, Standard and Code Of Ethics of the American Beauceron Club;
- (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 Beauceron shall be judged;
- (d) To further understanding of the disease, defects, injuries and other ailments that afflict Beaucerons;
- (e) To provide and disseminate knowledge about the proper care, treatment, breeding, health, development and training of Beaucerons;
- (f) To conduct sanctioned matches, specialty shows, obedience trials, tracking tests, agility trials, herding trials, and other events under the rules and regulations of The American Kennel Club where applicable;
- (g) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at conformation events, performance events, and all Club related activities;
- (h) To preserve and protect the Beauceron, its heritage and history as a working dog and companion, emphasizing the breed's natural herding ability, mental and physical soundness, courage, reliability and service to mankind; and,
- (i) To encourage all members to abide by the guidelines established in the American Beauceron Club's Code of Ethics.

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## 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 revise such bylaws in accordance with Article VII as may be required to carry out these objectives.

## BYLAWS

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### Article I - Membership

**Section 1. Eligibility.** Membership shall be open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. There shall be four (4) types of membership:

(a) Regular Membership. Open to persons 18 years of age and older who reside in the United States. Regular membership shall enjoy all privileges of the Club including the right to vote and hold office without remuneration

(b) Joint Membership. Open to two persons 18 years of age and older who live in the same household and reside in the United States. Joint membership shall enjoy all privileges of the Club including the right to hold office without remuneration. Each of these two persons will have one vote. Joint members shall each enjoy all privileges of the Club including the right to vote and hold office without remuneration, subject to the provision of Article III, Section 2. With the exception of ballots, each household shall receive one copy of club mailings.

(c) Junior Membership. Open to persons 10-17 years of age. Junior members cannot vote or hold office. A junior member may convert to regular or joint membership upon reaching their 18th birthday.

(d) Foreign Membership. Open to persons who do not reside in the United States. Foreign members cannot vote or hold office and do not count in the determination of a quorum. Because dues are set to cover the cost of printing and postal expenses, the Board may assess a mailing surcharge to foreign members. Applications are filed with the Secretary but need not require the sponsors or approval process applicable to prospective regular members.

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## **Section 2. Conversion of Membership. Membership may be converted as follows:**

- (a) Regular Membership. May be converted to one joint membership if two regular members join households or are already in a joined household. At the end of any calendar year, the two regular members shall renew as a joint membership and pay the appropriate amount. No vote shall be needed to convert two regular memberships to one joint membership.
- (b) Joint Membership. May be converted to two regular memberships at any time by both or either person completing and sending in a renewal application marked as "regular" membership with the appropriate pro-rated dues for the year. At the end of the calendar year, either or both of the two persons involved must renew as a regular member or drop their membership. No vote shall be needed to convert one joint membership to two regular memberships.
- (c) Junior Membership. On the Junior Member's 18<sup>th</sup> birthday, their membership will automatically convert to a Regular membership. No additional paperwork, vote or fees are required for the balance of the calendar year. The Junior member will be eligible to vote and run for office upon their 18<sup>th</sup> birthday. At the end of the calendar year, the former Junior member shall renew as a Regular member with the appropriate dues.
- (d) Foreign Membership. Upon taking up residence in the US, foreign members must apply for membership as Regular or Joint members, whichever is applicable. An application must be completed and the entire application process for new members will be followed.

**Section 3. Dues.** Membership dues shall be set by the Board of Directors by September 15th of each year. Such change may only become effective 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. In no case shall membership dues exceed Seventy-Five (\$75) per year per Regular or Foreign membership, or One Hundred (\$125) per year per Joint membership. Dues for Junior membership shall not exceed half that of Regular membership.

- (a) During the month of October, the Secretary or Membership Secretary shall send all members a statement of their dues for the ensuing year in the manner provided by Article II, Section 6. The dues must be returned to the Secretary or Membership Secretary 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.

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**Section 4. 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(s) agree(s) to abide by these constitution, bylaws, and Code of Ethics of The American Beauceron Club and the rules of The American Kennel Club. The application shall state the name, address, phone number, and occupation of the applicant(s), it shall carry the endorsement of one member in good standing and a signed e-mail consent form accepting or denying member's authorization agreeing to electronic communication for Club meeting notifications, dues notices, minutes, newsletters and announcements. Accompanying the application, the prospective member shall submit dues payment for the current year.

- (a) The names of the applicants shall be published in The Beauceron Bulletin (newsletter) as soon as possible after the receipt of the application. Thirty (30) days following the publication of the newsletter in which the name of the applicant is listed, the applicant will receive a letter granting the applicant all privileges of the Club, provided no written objection has been filed with the Membership Secretary or Secretary or no prior disciplinary action by The American Kennel Club or another dog club has been disclosed or discovered. If an objection is filed or prior disciplinary action is disclosed or discovered, a hold will be placed on such person's application pending expeditious investigation and a report will be submitted within forty-five (45) days to the Board of Directors by the Membership Secretary or Secretary, for appropriate action by the Board.
- (b) Upon election, members shall be so notified by the Membership Secretary or Secretary.

Each new member shall receive a copy of the current By-Laws, a copy of the Standard of the Beauceron and other appropriate material in the manner provided by Article II, Section 6. An applicant who has received a negative vote by the Board may be presented for membership by one of the applicant's endorsers at the next Annual Meeting of the Club. The Club may elect such an applicant by a favorable vote of 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 within one year from the date of rejection by the membership.

**Section 5. 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 mailed to the Secretary at their postal address; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (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 fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

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**Section 6. Member in Good Standing.** A Member in Good Standing is one whose dues payments are current and who is not currently under disciplinary action by The American Beauceron Club or The American Kennel Club.

**Section 7. Membership Roster.** A current membership roster will be made available to each member within 60 (sixty) days of the lapse date for memberships. The roster may be sent via mail, email or other electronic means.

## 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. The meeting shall be held in conjunction with a club specialty show, if possible. Written notice of the annual meeting to each member shall be given at least thirty (30) days prior to the date of the meeting and in the manner provided by Article II, Section 6. The quorum for the Annual Meeting shall be 15 percent of the members in good standing.

**Section 2. Special Club Meetings.** Special Club meetings may be called by the President, by a majority vote of the Board of Directors, or by the Secretary upon receipt of a petition signed by 25 percent of the Club 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 to each member shall be given at least 14 days and not more than 30 days prior to the date of the meeting and in the manner provided by Article II, Section 6. 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 15 percent of the members in good standing.

**Section 3. Mail Vote.** Within forty five (45) days following a Club meeting, 25 percent of the members in good standing may petition the Secretary for a mail vote of the membership regarding any particular motion or motions voted upon. If so petitioned, the Secretary shall poll the membership by mail such that the voting be completed within forty-five (45) days of receipt of the petition.

**Section 4. 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 1<sup>st</sup> as stated in Article IV, Section 1. 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. Board meetings shall be conducted no less than four times per year. Notice of each such meeting shall provided by the Secretary to each member of the Board at least 14 days prior to the date of the meeting in the manner provided by Article II, Section 6. The quorum for such a meeting shall be a majority of the Board voting in person, by mail, e-mail, fax, telephone conference call, or other electronic means accepted by the Board.

**Section 5. Board Business.** The Board may conduct business in person, by mail, e-mail, fax, telephone, conference call, or other electronic means accepted by the Board provided it does not conflict with any other provisions of these bylaws.

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**Section 6. Notifications.** Provided it does not conflict with any other provisions of these Bylaws, and in accordance with AKC policy (1/1/2006; revised 2/2007), the use of electronic communication by the Club is allowed. The Club may send members notification of club meetings, dues notices, minutes and newsletters and board members notification of board meetings electronically via email or posting to the Club's website provided that the member or board member has signed an authorization agreeing to this method of communication, which is revocable and releases the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club's control. Notwithstanding the foregoing, the Club may elect to send members or board members notifications via regular mail. The Club's newsletter may serve as mail and only one newsletter shall be sent to each address.

**Section 7. Minutes of the Meetings.** The proceedings of these meetings (annual, special, board) shall be recorded, and the minutes published in the manner provided by Article II, Section 6. Such minutes shall be in sufficient detail as prescribed by Robert's Rules of Order, Newly Revised, for the membership and those absent from the meetings to understand the current Club issues and shall include the yeas and nays of all votes.

## Article III - Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and four (4) Regional Directors all of whom shall be elected for two (2) year terms as provided in Article IV and shall serve thru December 31<sup>st</sup> of the year their successors are elected. The President, Secretary and Regional Directors from odd numbered regions shall be elected at the annual election held in odd numbered years and the Vice President, 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, who shall always conduct business and vote with the best interests of the breed and entire membership in mind.

### Section 2. Qualifications and Term of Office.

- (a) All directors shall be members in good standing and residents of the United States and residing in the United States during their term.
- (b) All directors shall have been members in good standing for a minimum of one (1) full year prior to nomination.
- (c) No member may hold more than one office.
- (d) No more than one member of the same household shall serve simultaneously on the Board.
- (e) Regional Directors must reside in the Region they represent. However, in a region whose director position has been vacated and it is verified that no volunteers are available in that region, an at large representative may be appointed by the Board until the next election is held to represent the region.

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- (f) No director may serve more than two (2) consecutive terms in any elected position. Upon completion of two (2) consecutive terms in any position, a minimum period of one (1) calendar year must elapse prior to that member standing for reelection or re-appointment to any position. A term shall include any positions acquired through vacancy of office if the director has served more than one-half of the term plus one day in any and all positions combined.

**Section 3. 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 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 assume the office of Immediate Past President and sit on the Board for a term no greater than half his or her term as President in a non-voting, advisory capacity only. The Past President, with the approval of the current Board or by invitation from the new President, may participate on the Board of Directors e-list or attend any and all Board meetings with the exception of executive sessions.

(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 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 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 phone numbers, and carry out such other duties as are prescribed in these bylaws. A Membership Secretary and/or a Recording Secretary may be appointed by the Board to assist the Secretary in carrying out these duties. These positions are non-voting non-board positions. At all times, the Secretary shall remain responsible for the duties assigned to the Membership Secretary and/or Recording Secretary.

(d) 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 books shall at all times be open to inspection 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, at the Club's expense, in such amount as the Board of Directors shall determine.

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**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. The Regions **may** be reviewed every three to five years for possible adjustment based on actual club membership at the time of the review.

(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 Regional Directors shall act as spokespersons for the Club members they represent, provide assistance to these Club members and the general public in their Regions, encourage membership in their Region, supply information to the Board and the members of the activities of Beaucerons and their owners in their area, matters of general interest in their region, and issues in their region which can impact the Club or its members. Each Regional Director shall be specifically charged with communication with the members of his/her Region, especially with regard to all actions taken in the name of the Club by the President and the Board.

**Section 5. 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.



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**Section 6. Club Property and Records.** All properties and records relating to an office vacated in any manner but not limited to resignation, termination, election or death must be turned over to the successor of that office by the vacating Officer, his/her heirs, extended family, or executor within thirty (30) days of that office being vacated. Failure to do so may result in legal action to be taken by the Club.

**Section 7. Committee Oversight.** Each member of the Board shall have oversight of one or more committees, as assigned by the Board. The Board member shall report to the rest of the Board on the activities of the committees of which she or he has oversight.

## Article IV - The Club Year, Annual Meeting, Elections

**Section 1. Club Year.** The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December. The Club's official year shall begin on the 1<sup>st</sup> day of January and shall continue thru the 31<sup>st</sup> day of December. The elected officers and directors shall take office on the 1<sup>st</sup> of January and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by January 31st.

**Section 2. Voting.** At the meetings of the Club, voting shall be limited to those members in good standing who are present at the meeting in person, except for the annual election of officers and directors and amendments to the constitution, bylaws, code of ethics and the standard for the breed which shall be decided by written ballot of the entire membership 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.

**Section 3. Annual Election.** For the election of officers and directors, the vote shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary, or an independent professional firm designated by the Board, by December 20<sup>th</sup>. 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 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 5.

**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 15<sup>th</sup>. The committee shall consist of five (5) members, all members in good standing, no 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) at large member will be chosen.

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No more than one member of the same household shall serve simultaneously on the

Nominating Committee. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, telephone, email, fax machine or other electronic means.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, 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. Each candidate for each Regional Director position must reside in the region for which position they are being nominated. The committee shall submit its slate of candidates and their resumes to the Secretary by August 1<sup>st</sup>. The Secretary shall send a list to each member that includes the candidates' full name, state of residence and occupation on or before August 15<sup>th</sup> in the manner provided by Article II, Section 6, so that additional nominations may be made by the membership, if they desire.
- (b) Nominations of eligible members may be made by written petition addressed to the Secretary with the original petitions being received at his/her regular postal mailing address on or before October 1st, signed by five (5) members in good standing and accompanied by the written acceptance of each such nominee signifying his/her willingness to be a candidate and a resume of each nominee. 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.
- (c) If no valid additional nominations are received by the 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 Secretary shall compile 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 in the manner provided by Article II, Section 6, and declare the slate elected.
- (d) If one or more position has more than one nominee, the Secretary (or an independent professional firm designated by the Board) shall, on or before November 15<sup>th</sup>, mail to each member in good standing a ballot listing all of the nominees in alphabetical order with the names of the states in which they reside, and the resume of each nominee, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm), postmarked no later than December 15<sup>th</sup>, 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 Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced in the manner provided by Article II, Section 6.
- (e) Nominations cannot be made in any manner other than as provided above.

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## Article V - Committees

Section 1. The Board may appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, herding trials, agility trials, tracking tests, trophies, membership, fundraising, other events and club related activities which may well be served by committees. Special committees may also be appointed by the Board to aid particular projects. Such committees shall always be subject to the final authority of the Board. The membership shall be notified of any such committee appointments within sixty (60) days in the manner provided by Article II, Section 6.

Section 2. Each committee shall have a Board Member to whom it reports and who is responsible for oversight of the committee and for reporting on the activities of the committee to the Board. Each committee shall annually submit a budget to the Board of Directors for approval. Expenditures beyond those approved in the budget must be approved by the Board before those expenditures may be made.

Section 3. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon notice to the appointee in the manner provided by Article II, Section 6; and the Board may appoint successors to those persons whose services have been terminated.

Section 4. The American Kennel Club delegate may, but need not be, a Director or Officer of the Club, but shall be a member of the American Beauceron Club, be appointed by the Board of Directors to serve a term of two years or until a successor is approved by the American Kennel Club, and shall take charge of his/her office in the manner prescribed by the Board of Directors and by the American Kennel Club. The duties of the Delegate shall be to attend the quarterly meetings of the American Kennel Club Delegates whenever possible and to report the results of these meetings to the Board of Directors.

## Article VI - Discipline

**Section 1. American Kennel Club Suspension.** Any member who is suspended from all or any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period and imposed like penalties.

### Section 2. Charges.

(a) Any member may prefer charges 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 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 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. 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 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

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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.

(b) No ex-member of the ABC who resigned from membership while charges were either in the process of being filed, or having been filed alleging misconduct and/or violations of our bylaws, or having been found guilty of a charge made against him/her and then having his/her membership lapsed at the end of the first year or having resigned before the end of the fiscal year during which charges were entertained may reapply for membership for a minimum period of three (3) years following the resignation or lapsing.

**Section 3. Board Hearing.** The Board or board 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 board committee may by a majority vote of those present either reprimand, reprimand and fine, fine, fine and suspend 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. 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/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 a Board member, such Board member shall immediately be removed from office and the vacant position shall be filled as provided for in Article III, Section 5.

Immediately after the Board or board committee has reached a decision, its findings 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.

**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 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.

**Section 5. Discipline of Officers.** Any Officer whose conduct, action or inaction in office is deemed injurious to the best interests of the Club may, by a vote of a 2/3 majority of the Board, be suspended from the rights and privileges of that office, at a Board meeting held for that purpose. At the time suspension is sought, the entire membership must be informed by the Secretary, or by some other officer if the action is against the Secretary, of the action being taken and the charges on which it is based. No Officer may be suspended unless the charges preferred against him/her have been sent to

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him/her by mail at least ten (10) days prior to the meeting where the charges are to be heard and he/she is given an opportunity to appear in his/her own defense and bring witnesses, if he/she deems it necessary. Failure to appear to answer charges, except for good cause as determined by the Board, shall constitute an automatic removal from office, and all records pertinent to the office must be returned to the Secretary, or to the President if the Secretary is involved, within ten (10) days. Such suspension or removal by the Board may be over turned by the general membership if ten (10) percent of the voting members in good standing request a mail vote. A simple majority of the members in good standing voting to overturn the Board suspension or removal will re-instate the Officer. Any officer who is expelled will automatically cease to be a Director and will not be privy to any further Board activity.

## Article VII - Amendments

Section 1. Amendments to the constitution and bylaws, code of ethics and/or to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by no less than 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 Secretary for a vote within ninety (90) days of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws, code of ethics and/or the standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the

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 to be taken shall be indicated. Dual envelope procedures described in Article IV Section 4 (d) shall be followed in handling such ballots to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Secretary, or an independent professional firm designated by the Board, to be counted.

(a) The favorable vote of 2/3 of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the constitution and bylaws.

(b) The favorable vote of 2/3 of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the code of ethics.

(c) The favorable vote of 2/3 of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the breed standard.

Section 3. No amendment to the constitution and bylaws, code of ethics and/or the breed standard that have been adopted by the club shall become effective until it has been approved in writing by the American Kennel Club.

# THE CONSTITUTION AND BYLAWS OF THE AMERICAN BEAUCERON CLUB, INC.

## 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 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. The organization will be 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 Secretary

Report of Treasurer

Reports of committees

Election of officers

Election of new members

Unfinished business

New business

Adjournment

# **THE CONSTITUTION AND BYLAWS OF THE AMERICAN BEAUCERON CLUB, INC.**

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 Secretary

Report of Treasurer

Reports of committees

Election of new members

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.