

Submitted: June 24, 2003
Approved by the membership: August 9, 2003
Effective: August 15, 2003
Approved by AKC:



Constitution

Article I - Name and Objectives

Section 1.

The name of the Club shall be the North American Beauceron Club, Inc.

Section 2.

The objectives of the Club shall be:

- (a) to encourage and promote quality 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 independent local Beauceron Clubs where there are sufficient fanciers of the breed;
- (c) to urge members and breeders to accept the standard of the breed as approved by the North American Beauceron Club as the standard of excellence by which the Beauceron 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 conformation events, performance events, and all club related activities;
- (e) 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.
- (f) to urge all members to abide by the North American Beauceron Club's Code of Ethics as a guideline for responsible Beauceron ownership.

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

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.

(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) Non-US Membership. Open to persons who do not reside in the United States. Non-US 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.

Section 2. 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 fifty (\$50) per year per Regular or Non-US membership, or seventy-five (\$75) per year per Joint membership. Dues for Junior membership shall not exceed half that of Regular membership. Only one newsletter shall be sent to each address.

(a) During the month of October, the membership Secretary shall send all members a statement of their dues for the ensuing year. The dues must be returned to the 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.

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(s) agree(s) to abide by these constitution, bylaws, and Code of Ethics of The North 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) and it shall carry the endorsement of one member in good standing. 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 Board by mail or email. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail or email, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by a club member at the next annual meeting of the Club and the members may elect such application by a favorable vote of 75% 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.

Conversion of a Regular Membership to Joint Membership, Non-US Membership to Regular Membership, or a former member reapplying shall follow the same procedure as prescribed for a new applicant.

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

(a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; 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.

Section 5. *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 North American Beauceron Club or The American Kennel Club.

Section 6. *Membership Roster.* A current membership roster will be sent to each member within 90 days of the lapse date for memberships.

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 the President or 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 shall be mailed by the 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 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 10% of the Club members who are in good standing. Such meetings shall be held at such place, date and time designated by the President or by a majority vote of the entire Board. Written notice of such a meeting shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 10 percent of the members in good standing.

Section 3. *Mail Vote.* Within thirty (30) days following a Club meeting, 15 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 1st 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 the President or by a majority vote of the entire Board. Written notice of each such meeting shall be mailed or e-mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. 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 of Directors may conduct business 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. The means of communication other than in person, mail, or by telephone conference call must be available and agreed upon by all members of the Board. Items voted upon by e-mail, telephone conference call, or other electronic means must be verified by the Secretary within seven (7) days.

Section 6. *Minutes of the Meetings.* The proceedings of these meetings (annual, special, board) shall be recorded, and the minutes published in the NABC newsletter. Such minutes 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 31st of the year their successors are elected. The President, Vice-President, and

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

Section 2. *Qualifications and Term of Office.*

- (a) All directors shall be members in good standing 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.
- (f) No director may serve more than two (2) full consecutive terms in any one elected position. Upon completion of two (2) full consecutive terms in one position, a minimum period of two (2) years must elapse prior to that member standing for reelection to the previously held position. This shall not preclude a director from being elected to a completely different position following completion of two (2) full consecutive terms in one office.

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 may sit on the Board for a period of one year in a non-voting, advisory capacity only and may attend any and all Board meetings with the exception of executive sessions during the initial year of his/her immediate successor's term of office.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. This person shall assist the President in any manner in which the President deems necessary.
- (c) The 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 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 phone numbers, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. 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 shall be bonded in such amount as the Board of Directors shall determine.

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

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

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.

Article IV - The Club Year, Annual Meeting, Elections

Section 1. *Club Year.* The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin on the 1st day of January and shall continue thru the 31st day of December. The elected officers and directors shall take office on the 1st 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 annual meeting or at a special meeting of the Club voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors and 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 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 15th. 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 September 15th. 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. 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) Nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before September 15th, signed by five (5) members 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.

(b) The Nominating Committee shall nominate from among the eligible members of the Club, at least one (1) eligible candidate for each vacant office and for each position on the Board of Directors scheduled to be filled in the upcoming election and shall procure the acceptance and resume of each nominee so chosen. 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 October 15th. The Secretary shall add any valid additional nominations received by the membership to the slate.

(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 mail the list of candidates, including the full name of each candidate, the name of the state in which the candidate resides, the geographic region in which the candidate resides as defined in Article III Section 4, and

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

(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 15th, 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, the geographic region in which the candidate resides as defined in Article III Section 4, and the resume of each nominee, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the 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 by mail.

(e) Nominations cannot be made in any manner other than as provided above.

Section 5. The year these bylaws become effective, the annual election will include all officer and board positions. The following year, the annual election will include only those positions for the appropriate odd or even year, as defined in Article III Section 1, as will all subsequent years. After the second election from the date these bylaws become effective, this paragraph, Article IV, Section 5, will automatically be eliminated from these bylaws.

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.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VI - Discipline

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

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 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 NABC 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 an elected 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.

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 Secretary signed by ten (10) 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 three (3) months of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws or the standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the 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 to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

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 purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article IX - Order of Business

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

- Roll Call
- Reading of minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Roll Call
- Reading of minutes of last meeting
- Report of 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.