

Berger Picard Club of the United States Constitution and Bylaws

CONSTITUTION

Article I. Club Name. This Club shall be known as the Berger Picard Club of the United States (BPCUS), hereinafter also referred to as “the Club.”

Article II. Objectives. The objectives of the Club shall be:

- to promote the Berger Picard, and educate persons interested in the Breed in order to advance the interests of the breed
- to encourage ethical breeding practices and quality in the breeding of pure-bred Berger Picard through a Code of Ethics that will protect the breed’s unique and desired traits, dependability and health as per the accepted UKC breed standard.
- to support sportsmanlike competition at conformation events, performance events, and all club related activities;
- to provide a forum for fellowship, mutual cooperation and development of friendships among owners and fanciers of the Berger Picard breed.

Article III. Club Profits. 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 benefit any member or individual.

Article IV. Rules For Licensed Events. All licensed events sponsored by the Club will be run in accordance with the rules, policies, and procedures of the United Kennel Club®.

Article V. No individual or group of individuals known to: promote, support, raise dogs for fighting; knowingly sell, give or trade dogs that will be used for fighting; condone or be associated with the facing off, game testing, rolling or pitting; will be tolerated or allowed membership in this Club. Such individuals will be banned from all UKC events and clubs, with no reinstatement at any time.

Article VI. Revisions. 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.

BY-LAWS

ARTICLE I

Membership

Section 1. Eligibility. There shall be two (2) types of membership.

- (a) FULL MEMBERSHIP: Open to anyone 18 or older who is in good standing with the United Kennel Club and subscribes to the purposes of the club.
- (b) JUNIOR MEMBERSHIP. Open to anyone 6-17 years old who is in good standing with the United Kennel Club and subscribes to the purposes of the club. Junior members will have no voting rights and will not be able to run for office

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Section 2. Dues. Membership dues shall be set by the Board of Directors. Dues are payable on or before the first (1st) day of January of each year. Only Club members who shall have paid their annual dues on or before January 1st of each year shall be considered in good standing and entitled to voting privileges. On November 15th of each year, the Secretary or Treasurer shall send to each member a statement of dues for the ensuing year. On January 21st the Secretary shall mail a 10 day notice to all delinquent members; at the end of said grace period failure to pay dues shall result in automatic lapse of membership. A member joining after October 1st in any year will be credited as having paid their dues to December 31st of the ensuing 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 this Constitution and By-Laws, the rules of the United Kennel Club, and the Club's Code of Ethics. The applicant shall carry the endorsement of one (1) member. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary who shall process them in accordance with these By-Laws. Applicants may be elected at the meeting of the Board of Directors or by written vote of the Directors by mail or e-mail. Affirmative votes of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail or e-mail, shall be required to elect an applicant. Applications for membership which receive a negative vote by the Board may not be resubmitted to the Board prior to the next Annual Meeting. An application for membership which has received a negative vote by the Board may be presented by one of the endorsers at the next meeting of the Club, and the Club may elect such applicant by a favorable vote of 75% of the members present.

Section 4. Rights and Duties of Members:

- (a) Members have the right to propose and to petition the Board of Directors, Officers and Committee Chairpersons;
- (b) Members may propose an action to be voted on by the Board of Directors by petition. The Petition must be submitted in the form of a motion and be signed by a minimum of five (5) percent of the active members in good standing;

Section 5. Termination of Membership. Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each calendar year;
- (b) by lapsing. 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. In no case may a person be entitled to vote at any Club meeting or by mail or e-mail whose dues are unpaid as of the date of the meeting, or mailing;
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

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- (d) by suspension. Any member who is suspended or barred from the privileges of the United Kennel Club is automatically suspended or barred from the privileges of membership in the Club for the same period of time.

Article II. Meetings.

Section 1. Membership meeting. The membership meetings of the Club shall be held at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be mailed not later than 15 days prior to the meeting.

Section 2. Annual membership meeting. The annual in-person membership meeting of the Club shall be held between April 1 and July 31 in conjunction with the Club's Annual Specialty Show, at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be mailed not later than 30 days prior to the meeting. The quorum for the annual meeting shall be 20% of the members in good standing. If the quorum for the annual meeting is less than 25% of the members in good standing and a motion is made at the annual meeting on which is taken, the motion shall be sent to the entire membership for a vote thereon before the action set forth in such motion shall be deemed effective.

Section 3. Special Club meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the Club who are in good standing. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least fifteen (15) days and not more than thirty (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 20 percent of the members in good standing.

Section 4. Board meetings. The first meeting of the Board shall be held immediately following the annual Club meeting and election. Meetings of the Club Board of Directors shall be held bi-monthly at such times and places as the Board of Directors shall from time to time determine by resolution of the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 15 days prior to the date of the meeting.

Section 5. Special Board meetings. Special meetings of the Board may be called by the Club President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Secretary shall mail written notice of such meeting at least 30 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 6. The Board of Directors may conduct its business by mail, facsimile transmission, and electronic process or by telephone conference call by the President. The Secretary shall attest to the results of balloting by conference call. In the event the Secretary is unavailable, the President shall

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appoint an acting secretary for the conference call. As a condition precedent to the conduct of business through electronic process, the Board shall adopt procedures, which shall be set for in an Administrative Procedures Manual, to ensure the following with respect to the conduct of such business: That every Board member shall be enabled to participate in the electronic conduct of such business; The verification of the identity of the participants in such electronic conduct of such business to determine that the participant is a Board member eligible to participate in the electronic conduct of such business; The verification that the Board members eligible to participate in the electronic conduct of such business are receiving all data and information that is disseminated through the electronic process; That all Board members have agreed to the conduct of such business through electronic process.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of the Officers and 4 directors, all of whom shall be members in good standing and all of whom shall be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as a voting member of the board for a period of one year only. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the Club shall serve for two years or until their successors are elected. Elections for the President and Treasurer shall be in odd numbered years. Elections for the Vice President and Secretary shall be in even numbered years. All Officers shall be limited to two consecutive terms of office and no person may hold more than one office per term, nor may officers reside in the same household. The other members of the Board of Directors shall be elected for two-year terms so staggered that one-half are elected at each annual meeting. Any director who misses two board meetings within an Club year shall be removed from the Board of Directors, unless a majority of the board members present and voting at the meeting from which the director is absent for the second time votes to excuse one or both of the absences.

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. All Officers must be in good standing with the United Kennel Club.

Section 3.1. President. The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws

Section 3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary. The Secretary shall keep a written record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; shall have charge of the correspondence, including but not limited to:

- a. Notifying members of meetings and events;
- b. Notifying new members of their election to membership;
- c. Keeping a roll of the members of the Club with their addresses, phone numbers, and e-mail;

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- d. Accept membership applications;
- e. Preparing, printing, and mailing official Club ballots;
- f. Notifying Officers and Directors of their election to office;
- g. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; and
- h. Carrying out other such duties as prescribed in these bylaws.

Section 3.4. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the board, in the name of the Club. The books shall at all times be accurate, up to date, and open to inspection by the board. 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. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Club shall be handed over to the Board of Directors until the office of Treasurer is filled. The President or Secretary shall sign all checks during this interim period.

Section 4. Resignations. Any director may resign at any time by giving a written notice to the secretary of the club. Such resignation shall take effect at the time specified therein, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice President and resulting vacancy in the office of Vice President shall be filled by the board.

Section 6. Compensation. The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Annual Election. The election of Officers and directors shall be conducted by secret written ballot, except that if no nominations are received by the Secretary as provided in Article V, Section 2.4, no ballot will be necessary. In this case, the persons selected by the Nominating Committee will be declared elected by the Secretary at the annual meeting of the Club. If additional nominations have been made as provided in Article V, Section 2.4, the Chairperson of the Tally Committee shall report the results of the election at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the board shall be declared elected.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2.1 Nominating Committee. Before November 15th, the Board shall select a Nominating Committee, consisting of three members and one alternate, all members in good standing, none of which shall be a member of the current Board of Directors. The board shall name one member of the committee to serve as Chairperson, who shall be responsible for setting times and dates for Committee

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meetings and for reporting results to the Club Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within 10 days.

Section 2.2. Tally Committee. At the same time it selects a Nominating Committee, or immediately before submitting a proposed amendment to the Constitution or Bylaws to the Secretary, the Board of Directors shall select three Club members, living within reasonable driving distance of one another, to serve as the Tally Committee, in the event that it becomes necessary to hold an election or vote on a proposed amendment to the Constitution and Bylaws, and count ballots. The board shall name one member of this committee as Chairperson, who shall receive all mail-in ballots and who shall report the results of the election to the Club Secretary.

Section 2.3. Candidates. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The Committee should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position. The Committee shall submit its slate of candidates to the Secretary not later than January 15th. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before February 1st, so that members may make additional nominations, if they so desire.

Section 2.4. Additional Nominations. Additional nominations of eligible members may be made by written petition signed by ten percent of the Club members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before March 15th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position.

- a. If no valid additional nominations are received by the Secretary on or before March 15th, the Nominating Committee's slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.
- b. If one or more valid nominations are received by the Secretary on or before March 15th, the Secretary shall mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with the March/April newsletter.

Section 2.5. Counting The Ballots. Ballots must be returned by U.S. mail to the Chairperson of the Tally Committee not later than May 1st. Ballots postmarked after that date shall be invalid. The Chairperson shall set a meeting time for the Tally Committee as soon as practicable after May 1st and a place convenient to all committee members, at which meeting the committee shall count the ballots. The Chairperson shall report the election results to the Club Secretary not later than June 1st. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them for two years as part of the Club's official records

Section 2.6. Election Results. Election results will be announced by the Secretary at the annual meeting of the Club.

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Section 2.7. Change of Officers and Board Members. The newly-elected Officers and board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and board member shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.

Section 2. Loans. No loan shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by the Club Treasurer, or such agent or employee of the Club and in such a manner as shall from time to time be determined by the board.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Club or to aid the board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

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

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, which shall be forfeited if such charges are not sustained by the Board 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 prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six 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 respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

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Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Club for not more than six months from the date of the hearing. If the Board 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 respondent's right to appear before his fellow members at the ensuing Club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's 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 Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her 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 meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 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 the recommendations of the board by the Secretary for a vote at the time of the annual election subsequent to the date when the petition was received by the Secretary.

Section 2. Publishing Proposed Amendments. Proposed amendments must be mailed and include the recommendations of the board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with a club newsletter. The same ballot form may be used for proposed amendments as for the annual election of Officers and board members.

Section 3. Voting Procedures. Proposed amendments to the constitution and bylaws may be included on the same ballot used for the annual election of board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

Section 4. UKC Approval. No amendment to the constitution and bylaws that is adopted by the Club shall become effective until it has been approved by UKC.

Article X. Dissolution. 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, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, 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

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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.

Article XI. Order of Business.

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting in odd-numbered years)
- Unfinished business
- New business
- Adjournment

Section 2. Board Meetings. At meetings of the board, 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
- Unfinished business
- Election of new members
- New business
- Adjournment

Article XII. Parliamentary Authority. 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.

Article XIII. Certification. We hereby certify that the foregoing Constitution and Bylaws, consisting of 15 pages, including this page, constitute the Bylaws of the Club, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on the 17th day of October, 2009.

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Signature page of Berger Picard Club of the United States board members:

Valerie Black, President

Date

Kerri Murphy, Vice-President

Date

Lisa Naert, Secretary

Date

Bill Szlinis, Treasurer

Date