

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

ARTICLE I: OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the club for the transaction of its business is located in San Joaquin County, California. California Statutes will prevail in matters not specifically covered in the Bylaws.

ARTICLE II: MEMBERSHIP

SECTION 1. ELIGIBILITY

There shall be five (5) types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club:

- (a) Regular, open to all persons eighteen (18) years of age or older;
- (b) Family membership, which shall be for two (2) or more people living in the same household. A family membership shall be entitled to no more that two votes and those voting must be eighteen (18) years of age or older;
- (c) Junior membership, with all the rights and privileges of membership except voting and office holding, open to those persons age ten through seventeen (10-17) years of age. A junior member shall become a regular member with all the rights and privileges attached thereto upon reaching eighteen (18) years of age;
- (d) Associate membership, open to all persons eighteen (18) years of age or older. Associate members may not vote or hold office, and will be entitled to participate in all Club activities and will receive the newsletter.

While membership is not to be restricted as to residence, the Club's primary purpose is to be representative of owners, breeders, fanciers and exhibitors of Bouvier des Flandres in its immediate area.

- (e) Honorary membership, may be conferred upon any person 18 years of age or older who shall have rendered notable service to the Bouvier, the Club, or the dog fancy. An honorary membership recommendation must be made in writing by any member in good standing. A favorable vote of three fourths (3/4) of those voting at a Board meeting is required for approval. An honorary member shall have none of the obligations of membership but shall be entitled to all privileges except those of making motions, voting, and holding office unless the honorary member is also a regular member.

SECTION 2. DUES

Membership dues shall not exceed \$50.00 per year. Any change in dues shall 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 October 1st, the dues from the previous year shall continue in effect. Dues become payable on or before the first (1st) day of January of each year. New membership dues received following the annual meeting shall be deemed paid in full for the ensuing fiscal year. No member may vote whose dues are not paid for the current year. Family membership dues shall not exceed one and one-half times individual membership. Junior membership dues shall be half of the individual membership. The treasurer shall send to each member a statement of her/his dues for the ensuing year. Dues notice will be sent out November 1st of each year.

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

SECTION 3. ELECTION TO MEMBERSHIP

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and the bylaws of the Club and the applicant agrees to abide by the constitution and the by laws and rules of the American Kennel Club. The application shall state the name, address, and other information as may be requested on the form and it shall carry the endorsement of two members in good standing with the Club. The applicant shall agree to abide by these Constitution and bylaws of this Club and the rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first Board of Director's meeting following its receipt. Affirmative votes of the members present are required; application shall be voted on by secret ballot. If an applicant is denied membership by the Board, the applications shall be submitted to the general membership for a vote at the next general membership meeting and affirmative votes of 2/3 of the members present shall be required to elect the applicant.

Applications for associate membership shall not require endorsement of any members and will not require election to membership.

Applicants for membership who have been rejected by the Club may not reapply within six (6) months after rejection.

SECTION 4. TERMINATION

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 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 lapsed and automatically terminated if such member's dues remain unpaid thirty one (31) days after the first day of the fiscal year; however, the Board may grant a thirty (30) day grace period to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article six (6) of these bylaws.

ARTICLE III: CLUB MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS

Club meetings shall be held within the Greater San Francisco Bay Area. Board meetings should be held at least six times each year at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed at the direction of the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meeting shall be twenty (20%) of the members in good standing who are eligible to vote.

SECTION 2. SPECIAL CLUB MEETINGS

Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held within the Greater San Francisco Bay Area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five days and not more that 15 days prior to the date of the meeting, and said notice shall

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

state the purpose of the meeting, and no other club businesses may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. BOARD MEETINGS

Meetings of the Board of Directors shall be held each month within the area designed in Article 3, Section 1 at such place, date, hour as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President, the Vice President, the Secretary or by any three directors and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed at the direction of the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. If sent by mail the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address (or facsimile number, etc.) as shown on the books of the Club. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which she/he is present. Family memberships are entitled to no more than two (2) votes. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV: DIRECTORS and OFFICERS

SECTION 1. NUMBER

The board shall be comprised of the officers and five (5) other persons, all of whom shall be members in good standing. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Constitution and Bylaws relating to action required or permitted to be taken or approval by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted under the direction of the Board of Directors. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Constitution of this Club, or by these Bylaws;
- (b) Meet at such times and places as required by these Bylaws;

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

- (c) Register their addresses with the Secretary of the Club and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. The President, Vice President, Secretary and Treasurer shall be elected for one (1) year terms and the other five (5) persons elected for two (2) year terms with three (3) positions elected in even years and two (2) positions elected in odd years with the exception of the founding year. Those elected at the Club's Annual Meeting as provided in Article 5 shall serve until their successors other five persons elected for two year terms with three positions elected in even years and two positions elected in odd years with the exception of the founding year. Those elected at the Club's Annual Meeting as provided in Article 5 shall serve until their successors are elected.

SECTION 5. COMPENSATION

Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 6. OFFICERS

The officers of the Club shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

- (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.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new member's of their election to membership, notify officers and directors of the election to office, keep a roll of the members of the Club with their addresses and carry out other such duties as are prescribed in these bylaws.
- (d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be kept.
- (e) 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 open to inspection of 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 board shall arrange for an independent audit at the close of each fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

SECTION 7. REMOVAL AND RESIGNATION

Any officer may be removed, with cause at any time. Removal of a member from the Board may be accomplished only at a meeting of the Board following a Board hearing in accordance with the applicable California Statute

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date or receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8. VACANCIES

Vacancies on the board shall be filled by approval of the board. A person elected to fill a vacancy as provided by this Section shall hold office 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. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. The Vice President shall fill a vacancy of the office of the President automatically and the resulting vacancy in the office of the Vice President shall be filled by the board.

SECTION 9. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

ARTICLE V: CLUB YEAR, ANNUAL MEETING, AND 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 immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next annual meeting.

SECTION 2. ANNUAL MEETING

The Annual Meeting of the club shall be held in the month of December at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to her/his successor in office all properties and records relating to that office within thirty (30) days after the election. Failure of retiring officer to turn over properties, records or funds will result in that person being subject to discipline proceedings as designated in Article 7, Section 2.

SECTION 3. ELECTIONS

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who receive the greatest number of votes for such position shall be declared elected. If the final slate consists of only one candidate for each office, the nominees shall be declared elected at the time of the Annual Meeting and no balloting will be required.

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

SECTION 4. NOMINATION

No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the Committee and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be her/his duty to call a committee meeting, which shall be held on or before October 1st.

(a) The Committee shall nominate only one candidate for each office and candidates for the open positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) The Secretary, in turn shall notify each member in writing of the committee's slate at least two weeks prior to the November meeting of the Board of Directors or the General Meeting, whichever is earliest.

(c) Additional nominations may be made at the November meeting of the Board and/or General Meeting by any member in attendance provided that the person so nominated does not decline when her/his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, her/his proposer shall present to the Secretary a written statement from the proposed candidate signifying her/his willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI: COMMITTEES

SECTION 1. APPOINTMENT

The Board may each year appoint standing committees to advance the work of the Club in such matters as Bouvier rescue, education, specialty shows, obedience trials, herding trials, trophies, annual prizes, membership and other areas which may well be served by committees. Such committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. TERMINATION OF APPOINTMENT

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

ARTICLE VII: 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 the Club for a like period and following this period will then become eligible to reapply for membership.

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

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 \$50.00 (fifty dollars US), 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 the upcoming 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 it may refuse to entertain jurisdiction. If the Board entertains jurisdictions of the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send a 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 her/his own defense and bring witnesses if she/he wishes.

SECTION 3. BOARD HEARING

The Board 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 the defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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 defendant's right to appear before her/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 a meeting of the Club following a Board Hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a Regular or Special Meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in her/his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in her/his own behalf if she/he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII: AMENDMENTS

SECTION 1. 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 twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

SECTION 2. VOTING

The Constitution and Bylaws may be amended by a two thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX: CLUB RECORDS, REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

- (a) Minutes of all meetings of directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its member indicating their names and addresses and termination date of any membership;
- (d) A copy of the Club's Constitution and Bylaws as amended to date, which shall be open to inspection by the members of the Club at a reasonable time.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Club members shall have the following inspection rights, for a purpose reasonably related to such person interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the Club, such demand shall state the purpose for which the inspection rights are requested.
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Club by the member, for a purpose reasonable related to such person's interests as a member.
- (c) Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extractions.

ARTICLE X: DISSOLUTION

SECTION 1. DISSOLUTION

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

**BYLAWS
OF THE
BOUVIER DES FLANDRES CLUB OF NORTHERN CALIFORNIA**

ARTICLE XI: ORDER OF BUSINESS

Section 1. Club Meetings

At Club Meetings, 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)
- 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 the last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XII: PARLIAMENTARY AUTHORITY

SECTION 1. ROBERTS RULES

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.

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