

CONSTITUTION AND BY-LAWS
OF
THE ATLANTIC STATES BRIARD CLUB, INC.

August 11, 1979

Revised - May, 1981; November, 1996; June, 1999; April, 2008

CONSTITUTION

ARTICLE ONE--Name and Objectives

SECTION 1: Name. The name of the club shall be The Atlantic States Briard Club, Inc., hereafter called and referred to as the Club.

SECTION 2: Objectives. The Club is organized to promote interest in, and the welfare of, Briards in the Atlantic States region. Specifically, the objectives of the Club are:

- (A) To instruct, prepare, and educate the members as to the proper methods of formal presentation of purebred Briards;
- (B) To demonstrate a sincere concern for dogs of all breeds by making monetary contributions to charitable institutions for the purpose of advancing the health and welfare of all dogs;
- (C) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, and other canine events;
- (D) To encourage participation in conformation, performance, service, and companionship activities; and (E) To conduct sanctioned and licensed specialty shows and obedience trials under the rules of the American Kennel Club.

SECTION 3: Non-Profit. The Club shall not be conducted or operated for profit, and no part of any profits, remainder, residue, or proceeds from dues or donations to the Club shall inure to the benefits of any member or individual.

SECTION 4: Revisions. The members of the Club shall adopt and may from time to time, revise such By-laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE TWO--Members and Dues

SECTION 1: Membership. There shall be two types of membership open to persons who are members in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

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

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

SECTION 2: Application for Membership. Each applicant for membership shall apply on a form, as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the constitution and By-laws of the Atlantic States Briard Club, Inc. and the American Kennel Club. The application shall state the name, address, and occupation of the applicant. One (1) year of dues must accompany the membership application.

SECTION 3: Election to Membership. Applications shall be voted on by the Board of Directors at the next regular meeting of the Board following the publishing of the name and address of the applicant(s) to the general membership. A favorable vote by two-thirds (2/3) majority of the Board present at the meeting shall be required to elect an

applicant to membership. If applicant is not elected to membership, the dues will be returned.

SECTION 4: Termination of Membership. Membership may be terminated by (A) Resignation: any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member so resigning shall be discharged from any debt due the Club including, but not limited to, any unpaid membership dues at the time of submission of resignation; or (B) Lapsing: a member will be considered lapsed and automatically terminated if such member's dues remain unpaid for sixty (60) days after the first day of the fiscal year. Any member whose membership is terminated under this Section 4(B) will be automatically reinstated if the dues are paid in full during the same Club fiscal year in which the membership lapsed. The Board of Directors has the right, at its sole discretion, to assess a late fee for lapsed dues.

SECTION 5: Fiscal Year. The Club fiscal year shall run from the first day of January until the thirty-first day of December.

SECTION 6: Dues. The amount of money required for yearly dues may be changed by recommendation of the Board of Directors and approved by majority vote of a mail ballot returned by the membership.

ARTICLE THREE--Board of Directors

SECTION 1: Number and Term of Office. The Board shall be composed of the President, the Vice-President, the Recording Secretary, the Corresponding Secretary, the Treasurer, and four (4) other persons from the general membership of the Club who shall serve as directors. Only one person from any individual household may be nominated to or serve on the Board at any one time. All officers and directors shall be elected for two (2) year terms. The President and Vice-President shall be elected in even numbered years and the secretaries and Treasurer shall be elected in odd numbered years. The four (4) directors shall be elected in two classes in alternate years.

SECTION 2: Election and General Powers. The Board of Directors shall be elected as provided for in Article Five (5) herein and shall serve until the end of their term. The general management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 3: Removal of an Officer or Director.

(A) Any officer or member of the Board of Directors who is not in good standing with the American Kennel Club will automatically be removed from the Board of Directors.

(B) An officer or member of the Board of Directors may be removed by a recall vote of the membership. The petition will require a minimum of 10 signatures of members in good standing and will be submitted by US Post to the Corresponding Secretary. In the event that the Corresponding Secretary is the subject of the petition, the petition will be submitted to the Recording Secretary. The petition must contain the name, office, and reason for recall. Physical evidence supporting the recall will be submitted with the petition. Upon receipt, the petition and evidence will be distributed to all officers and members of the Board of Directors within ten (10) working days of receipt. The subject of the petition will respond, by mail, fax or e-mail to the Corresponding Secretary with rebuttal and additional physical evidence within an additional (10) working days. Upon receipt of rebuttal and evidence, the Corresponding or Recording Secretary, as appropriate, within an additional 10 working days, will compile all the information submitted regarding the recall and distribute it to the membership with a simple written ballot requiring a yes or no vote on the recall. The membership will respond with either a yes or no vote to be returned to the appropriate secretary within a further ten (10) working days. A 60% majority of responding ballots voting yes will be required to remove the Officer or Director.

(C) In the event that an office is vacated by removal of an Officer or Director under this Section 3, a replacement will be chosen as provided for in Article Five, Section 3 of these By-laws.

SECTION 4: Regular Board Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times each year, at such place, date and hour as set by the Board as a regularly scheduled meeting date and time, or designated by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. The Corresponding Secretary shall send notice of the meeting, if not regularly scheduled as provided for herein, and its agenda by mail, e-mail, or fax not less than five (5) days prior to the date of the meeting. The meetings may be conducted as conference calls. The quorum for such a meeting shall be a majority of the Board. Business and discussion may take place between meetings by e-mail among the Board members or through the Corresponding Secretary, but voting may take place only at meetings convened under the provisions of Section 3 or 4 of this Article Two.

SECTION 5: Special Board Meetings. The President may call special meetings of the Board. They may also be called by the Corresponding Secretary upon the receipt of a written request signed by at least three (3) members of the Board of Directors. Such written request may be in the form of mail, e-mail or fax to the Corresponding Secretary. Such special meetings shall be held at such place, date, and hour designated by the person authorized herein to call such meeting. Notice of such meetings shall be sent by the Corresponding Secretary by mail, e-mail, or fax not less than five (5) days and not more than twenty (20) 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. A quorum for such a meeting shall be a majority of the Board. The meetings may be conducted as conference calls.

ARTICLE FOUR—Officers

SECTION 1: Enumeration of Officers. The officers of The Atlantic States Briard Club, Inc. shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. All Officers and Directors shall be limited to two (2) consecutive terms in the same office. Any member may run for different office

following any such term or terms, or may run again for the same office after the expiration of the two-year term of his/her successor.

SECTION 2: Duties of Officers.

(A) The **PRESIDENT** shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers enumerated by these By-laws and by the parliamentary authority adopted by the Club. The President shall be an *ex-officio* member of all committees, except for the nominating committee and those committees to which he is specifically appointed as a member. The President may be bonded in any monetary amount, as the Board of Directors shall determine, if necessary for any purpose of the Club.

(B) The **VICE-PRESIDENT** shall have the duties and powers enumerated by the parliamentary authority adopted by the Club.

(C) The **RECORDING SECRETARY** shall have the duties and powers enumerated by these By-laws and the parliamentary authority adopted by the Club. He shall send to all Board members, copies of minutes of all meetings no more than fifteen (15) days after said meeting.

The **CORRESPONDING SECRETARY** shall have the duties and powers enumerated by these By-laws and by the parliamentary authority adopted by the Club. He shall keep a roll of the members of the Club with their addresses, e-mail address, and year of election to membership; and notify the President of any correspondence pertinent to the welfare of the Club within one (1) week of receipt of that correspondence. He shall not write any letters or send any communications except as provided for in these By-laws, directed by the Club or Board of Directors at one of its meetings, or at the direction of the President.

Copies of all letters and communications shall be sent to the President at the time the original correspondence is sent.

(E) The **TREASURER** shall have all of the duties and powers enumerated in these By-laws and by the parliamentary authority adopted by the Club. He shall send dues notices, and collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank account satisfactory to the Board of Directors in the name of the Club. The books shall at all times, with reasonable notice, be open to the inspection of the Board of Directors and the Treasurer shall, at every regular board meeting, report the status of the Club's finances and every item or receipt of payment and disbursement not before reported. At the general meetings, the Treasurer shall render an account of all monies received and expended during the current fiscal year to date and all outstanding debts owed to or by the Club. The Treasurer may be bonded in such an amount as the Board of Directors may determine and the Club shall pay the premium if any bond is determined to be required for the office of Treasurer.

Biennial reviews of the club's finances will be conducted as provided for in Article Seven, Section 2 of these By-laws. An interim review of the finances shall be done at the time of the appointment of a new Treasurer under Article Five, Section 3 of these By-laws.

The review will be conducted by the Financial Review Committee established under Article Seven, Section 2 of these By-laws. The Financial Review Committee shall report the results of the review to the Board by a date as directed by the Board. The Board shall report the conclusions of the review to the general membership within thirty (30) days of receiving it.

ARTICLE FIVE--Nominations and Elections

SECTION 1: Annual Election. Except as provided for in Section 2 (C) herein, the vote for election of officers and directors shall be conducted by ballot. Ballots to be valid must be received by the Corresponding Secretary prior to April 1. Ballots shall be opened and counted immediately thereafter by the Corresponding Secretary in the presence of a Notary Public or an outside professional firm as decided and appointed by the Board and who shall certify the results. The results shall be announced publicly at the Annual Meeting. Ballots shall be available for inspection with the Corresponding Secretary for ninety (90) days following the Annual Meeting. The person receiving the

largest number of votes for each Officer's position shall be declared elected. The two (2) nominated candidates for the other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

The Board of Directors, if it deems necessary, may select another Board member or an outside professional firm to receive and count the ballots in lieu of the Corresponding Secretary, in which case the services of a Notary Public will not be required.

Nominations. Any person whose membership is in good standing may be nominated for office. By September 15, the Board shall propose a Nominating Committee consisting of three (3) members and two (2) alternates. The Board shall name a chairman of the Committee. The Corresponding Secretary shall immediately notify the Committee and alternates of their selection. The Committee shall, by December 15, publish the slate to the general membership. If any nominee withdraws after the submission of the committee report, but prior to the publication of the ballot, the Board may, at its sole discretion, reconvene the Nominating Committee to name a replacement candidate. Should any candidate withdraw after the publication of the ballot, such nominee shall not be elected and any vacancy so created shall be filled by the new Board of Directors as provided for in Article Five, Section 3.

(A) The Nominating Committee shall nominate one (1) candidate for each office and two (2) candidates for the two (2) other positions on the Board of Directors, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

(B) Additional nominations of any member in good standing may be made by written petition by any three (3) other members in good standing and mailed to the Corresponding Secretary. The petition must be received by February fifteenth (15). For a nomination by petition to be valid, the Corresponding Secretary must receive a written statement from the proposed candidate signifying his willingness to be a candidate for that position by February 15. No person may be a candidate for more than one (1) position, and the additional nominations, which are provided for herein, may be made only among those members who have not accepted a nomination from the Nominating Committee.

(C) If the Corresponding Secretary receives no additional valid nominations, the slate shall be declared elected at the Annual Meeting and no balloting shall be required. The Corresponding Secretary shall send a notice of such to the membership no later than March 1. If the Corresponding Secretary receives one or more additional valid nominations on or before February 15th, he shall, on or before March 1st, mail, to each member in good standing, a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Corresponding Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Corresponding Secretary. Ballots returned with a postmark later than April 1 will not be considered valid. The Corresponding Secretary, in the presence of a Notary Public or outside professional firm, as provided in Section 1 of this Article, shall check the returns against the list of members whose dues are paid for the current year prior to the opening of the outer envelope and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the annual meeting.

(D) Nomination cannot be made at the annual meeting or in any manner other than as provided in this Section. The provisions of Article Five, Sections 1 (B) and (C) herein regarding additional nominations shall appear on the list of candidates mailed as per this Section 1.

(E) Any requirement for written notification in this Article Five, Sections 1 (A) and (B) shall be interpreted as meaning conventional written mail, e-mail, and/or facsimile interchangeably.

SECTION 2: Voting. Each member in good standing shall be entitled to one (1) vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club or Board meeting or election.

SECTION 3: Vacancies. Any vacancies occurring on the Board of Directors or among the Officers during the year shall be filled for the remaining term of office by a majority

vote of the remaining members of the Board of Directors. The Corresponding Secretary shall notify the general membership of the Club by mail or e-mail within thirty (30) days of such appointment.

ARTICLE SIX--Meetings

SECTION 1: Club Year. The Atlantic States Briard Club, Inc.'s official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election of the next Annual Meeting.

SECTION 2: Annual Meeting. The club will have one (1) general membership meeting per year, hereinafter referred to as The Annual, at which the Officers and Directors for the ensuing year shall be elected in accordance with Article Five. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election. The Annual Meeting will be held in April at a time and location determined by the Board.

SECTION 4: Special 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 of Directors; or by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such petition may be mailed or faxed to the Corresponding Secretary and may be signed in counterparts. The petition must have the printed name of each signing member as well as the signatures. 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 meetings. Written notice of such meetings shall be mailed, e-mailed, or faxed by the Corresponding Secretary at least ten (10) days and not more than twenty (20) days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other Club business may be transacted thereat.

SECTION 5: Quorum. The quorum for the Annual and special meetings of the Club shall be ten (10%) percent of the members in good standing and residing in the Atlantic States, defined for this purpose as follows: the New England States (Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, and Connecticut), the Middle Atlantic States (New York, Pennsylvania, and New Jersey), the Southern Atlantic States (Delaware, Maryland, West Virginia, Virginia, North Carolina, South Carolina, Georgia, and Florida), and the District of Columbia.

ARTICLE SEVEN--Committees

SECTION 1: Committees. The Board of Directors or the general membership may establish one or more standing or special committees to advance the work of the Club in matters including, but not limited to, show, obedience trials, trophies, and other fields, which may well be served by committees. The Board of Directors shall ratify the membership of all committees. In no event may any committee of the Club by its own and exclusive vote obligate the payment of any debt by the Club, nor may it act on any matter not within the designated purpose of that particular committee. Such committees shall always be subject to final authority of the Board.

The Board shall, at the last regular board meeting of the fiscal year prior to the expiration of the term of the treasurer, select a Financial Review Committee consisting of up to three (3) members. The Treasurer cannot be a member of the Financial Review Committee. The Treasurer shall make all financial records available to the committee upon reasonable notice. The committee shall review the finances and accounts of the club and submit a complete and detailed report of the Club's finances to the Board by a date determined by the Board. The conclusions of that report will be made available to the general membership at the Annual Meeting.

A committee will also be appointed and perform as required in Article Four, Section 2(E) of these By-laws.

SECTION 3: Termination of Committee Member. Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the

appointee. The Board may appoint successors to those persons whose service has been terminated.

ARTICLE EIGHT—Discipline

Any member of the Club who is suspended from the privileges of the American Kennel Club shall be automatically suspended from the privileges of this Club for a like period and, for that same period, not be considered a member in good standing.

ARTICLE NINE--Amendments

Amendments to the By-Laws may be proposed by the Board of Directors, or by written petition delivered to the Corresponding Secretary and signed by twenty (20%) percent of the general membership in good standing. Such petition may be signed in counterparts. The petition must have the printed name of each signing member with his or her signature. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the general membership with the recommendations of the Board for a vote within three (3) months of the date that the petition was received by the Corresponding Secretary.

The By-laws may be amended at any time provided a copy of the proposed amendment(s) has been mailed or e-mailed (the "Mailing") to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date set by the Corresponding Secretary not less than thirty (30) days after the date of the Mailing by which date the ballots must be returned to the Corresponding Secretary to be counted. Returned ballots must bear the printed name of the member voting. The favorable vote of 2/3 of the voting members in good standing, whose ballots are returned within the time limit, shall be required to effect any such amendment. The Board of Directors, if it deems necessary, may select any outside firm to receive and count the ballots in lieu of the Corresponding Secretary.

ARTICLE TEN--Dissolution

The Club may be dissolved at any time by written consent of not less than two thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any member of the Club. After payment of all debts of the Club, its property and assets shall be given to charitable organization(s) for the benefit of dogs and whose selection shall be made by the Board of Directors.

ARTICLE ELEVEN--Order of Business

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

Minutes of the Last Meeting
Report of the President
Report of the Corresponding Secretary
Report of the Treasurer
Report of the Committees
Seating of Officers and Directors
Unfinished Business
New Business
Adjournment.

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

Minutes of the Last Meeting
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of New Members

Unfinished Business

New Business Adjournment

At the discretion of the President, board meetings may be conducted under Robert's Rules of Order applicable to small boards.

ARTICLE TWELVE – Parliamentary Authority

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