

Golden State Biewer Terrier Fanciers

CONSTITUTION ARTICLE I Name and Objectives

Section 1. The name of the club shall be: *Golden State Biewer Terrier Fanciers*

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote quality in the breeding of pure-bred Biewer Terriers and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Biewer Terrier shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials; and
- (d) To conduct sanctioned and licensed specialty shows, obedience trials, and any other event for which the club is eligible under the rules and regulations of the American Kennel Club.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in this Constitution or Article I of the Bylaws.

Section 4. 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.

BYLAWS ARTICLE I Membership

Section 1. Eligibility: There shall be four (4) types of membership; three (3) of which are open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area (Greater San Jose, California Area).

Section 2. Classes Of Membership:

- a) Regular Membership: All persons 18 years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club and its bylaws. This type of membership enjoys all the privileges of the Club including the right to vote and hold office.
- b) Associate Membership: Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active).
- c) Junior Membership: Open to children 9-17 years of age; a non-voting/non-office-holding membership which may be converted to regular membership at age 18.

- d) **Lifetime Membership:** Bestowed only in recognition of exceptional service to the club and requires a 2/3rds majority vote of the Board of Directors. Lifetime members pay no dues but are eligible to vote and hold office.

Section 3. Dues: All classes of membership dues shall not exceed \$50.00 per member per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

Section 4. Election to Membership:

- (a) 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 Bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members (not of the same household) in good standing. All applicants must agree to a personal interview.
- (b) Yearly dues are paid at the time the application is submitted. If membership is refused, dues will be refunded.
- (c) Applicants will be submitted to a secret vote of the membership in good standing. Those applicants receiving a 2/3rds affirmative vote will be granted the appropriate membership.
- (d) Applicants for membership who fail to receive 2/3rds affirmative vote, as specified in subsection (c), may not reapply for membership within 12 months following the membership vote.
- (e) New members will have a one-year probationary period. If the board finds the applicant to be in violation of the constitution or Bylaws of the GSBT or the AKC rules, or conduct prejudicial to the best interests of the club or the breed, their membership will not be renewed.

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

- (f) *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. They become incurred on the first day of each fiscal year.
- (g) *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 30 days of grace 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.
- (h) *By Expulsion:* A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II Meetings and Voting

Section 1. Club Meetings: Annual meetings of the Club shall be held in-person within the greater San Jose, California area or via telephone conference call or via video conference on a date and at such hour as may be designated by the President. Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum of such meetings shall be 20% of the Regular members in good standing.

Section 2. Special Club Meetings: Special Club meetings may be called by the President, or by a majority 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 via telephone conference call or via video conference as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be sent by the Secretary at least five days and not more than fifteen 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% of the Regular members in good standing.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held via telephone conference call or via video conference at such date and hour and place as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary to each member, either personally or by mail or electronically at least 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, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the Greater San Jose Area or via telephone conference call or via video conference at such date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other Club business may be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting: Each Regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club where he/she is present. Proxy voting will not be permitted at any Club meeting or election.

Section 6. Official Notices: Official Notices and Minutes will be sent via email. Each member may specify his/her preference in writing to the Secretary to receive said communication via US Postal Service instead.

ARTICLE III Directors and Officers

Section 1. Board of Directors: The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three other persons who shall be designated as Directors, all of whom shall be members in good standing and all of whom shall be elected for a term of two years at the Club's annual meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. 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.
- (b) *The Vice-President* shall have the duties and exercise the powers of the President in case of the President's absence, death, or incapacity.
- (c) *The Secretary* shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club. The Secretary shall prepare and distribute meeting minutes. He/she shall have charge of the correspondence, notify members of the meetings, notify new members of their election to membership and furnish them with a copy of the Constitution and Bylaws and a copy of the Standard of the Breed.

The Secretary shall be custodian of all books and records of the Club which pertain to the duties of the office of the Secretary. He/she shall notify officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws.

- (d) *The Treasurer* shall keep an itemized account of all funds received and expended. He/she shall render a written report of receipts and disbursements at the meetings of the Board and at meetings of the membership. He/she shall prepare a financial statement for the last regular meeting of the year, such statement to be audited by the Auditing Committee. He/she shall mail bills for annual dues; he/she shall receive and deposit funds of the Club in a bank designated by the Board of Directors, in an account in the name of the Club. He/she shall be custodian of such books and records of the Club as pertain specifically to the office of the Treasurer. The Treasurer may be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of six (6) persons.

Section 3. Directors. Shall function as members at large of the Club and shall assist the President in the administration and supervision of the activities of the Club.

Section 4. Attendance of Meetings: Any Officer or Director absent from 3 (three) consecutive membership meetings or meetings of the Board of Directors, without legitimate reason, may be removed from office. A successor to fill the unexpired term of any Officer or Director so removed shall be elected by a simple majority at the next meeting of the Board of Directors.

Section 5. Vacancies: Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a simple majority vote of 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 the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board.

ARTICLE IV The Club Year, Annual Meetings, Elections

Section 1. Club Year: The Club's fiscal year shall begin on the first day of January and end on the 31st day of December. The Club's official year shall begin on the first day of January and end on the 31st day of December.

Section 2. Annual Meeting: The annual meeting will be held in the month of December. Elections will be held biennially, in even numbered years, in accordance with Article IV Section 3: Elections.

Section 3. Elections: Elections will be held biennially, in even numbered years, in the month of December, at which Officers and Directors for the ensuing term shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on January 1 of the year following the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for the other [Director] positions on the Board who receive the greatest number of votes for each position shall be declared elected.

Section 4. Nominations: No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the board of directors before July 15th. The committee shall consist of three members, all members in good standing, no more than one of whom may be a member of the current board of directors. The board shall name a chairman for the committee. The Nominating Committee may conduct its business in person, by teleconference email or mail.

- a) The Nominating Committee shall nominate from among the eligible members of the club, one candidate for each office and for each position on the board of directors and shall procure the acceptance of each nominee so chosen. All suggested nominees must have been a member in good standing for two years to be eligible for a position on the board. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The nominating committee shall then submit its slate of candidates to the Secretary by August 15th, who shall e-mail or mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before September 1st, so that additional nominations may be made by the members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures that must be submitted, and identify the eligible petitioners.
- b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before October 1st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position. If the Secretary is an opposed candidate in the election and the board does not utilize an independent professional firm, the board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership, and receive ballots for tabulation applicable to subsections “4c” and “4d”.
- c) If no valid additional nominations are received by the Secretary via email or postmarked on or before October 1st, the Nominating Committee’s slate shall be declared elected and no balloting will be required.
- d) If one or more valid additional nominations are received or postmarked on or before October 1st, the Secretary (or an independent professional firm designated by the board) shall, on or before October 15th, mail the ballots to the membership, to be returned to the Secretary (or independent firm) by November 15th to be counted, and the Secretary shall send the results of

the annual election to each member of the club on or before December 1st and announced at the annual meeting.

- e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Other Committees: 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 any of the privileges of the American Kennel Club automatically shall be 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 interest 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 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 prejudicial to the best interests of the Club or 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 of a hearing by the Board no less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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.

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 defendant, the Board may by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing. And if it deems that punishment insufficient, it may recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting which considers the Board recommendation. Immediately after the Board 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 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 proceedings may occur at a regular meeting or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by 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 Board's suspension shall stand.

ARTICLE VII Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members, with recommendations of the Board, by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws may be amended by a 2/3 secret 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 that notice of the meeting and sent to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

Section 1. 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 the 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 properties 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:

1. Roll call
2. Minutes of last meeting
3. Report of the President
4. Report of Secretary
5. Report of Treasurer
6. Report of Committees
7. Election of Officers and Board (at annual meeting during even-numbered years)
8. Election of new members

9. Unfinished Business
10. New Business
11. Adjournment

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

1. Reading of minutes of last meeting
2. Report of Secretary
3. Report of Treasurer
4. Report of Committees
5. Unfinished business
6. New business
7. 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.