

**Constitution and Bylaws of the Carolina Petit Basset Griffon Vendeen Club,
Inc. 07/28/2018**

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Constitution

Article I - Name and Objectives

Section 1.

The name of the club shall be the Carolina Petit Basset Griffon Vendeen Club, Inc.

Section 2.

The objectives of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Petits Bassets Griffons Vendeens 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 Petit Basset Griffon Vendeen 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, obedience trials, tracking tests, and hunting tests; by encouraging the early involvement of young people in the sport of purebred dogs; by promoting the rescue and fostering of abused, abandoned, injured, or endangered Petits Bassets Griffons Vendeens; by discouraging the breeding of inferior animals, whether done in ignorance or by greed; and by always striving to educate members and the general public as to what constitutes a correct, healthy, and desirable Petit Basset Griffon Vendeen.
- (d) to conduct sanctioned matches and licensed specialty shows under the rules and regulations of The American Kennel Club to include but not limited to obedience and Rally trials, tracking tests, scent works tests, and hunting tests.

Section 3.

The club shall not be conducted or operated for profit and no part of any remainder or residue from activities, dues, or donations to the club shall inure to the benefit of any member or individual.

Section 4.

The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

By Laws

Article I: Membership

Section 1. Eligibility. There shall be four (4) membership options available to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors, and fanciers in the Carolina area.

Section 2. Membership options. There shall be three (3) membership options open to persons 18 years of age or older: individual membership (single vote), household membership (two votes) and associate membership (non-voting, not eligible for office holding). In addition, junior membership shall be offered to individuals under 18 years of age (non-voting member).

Section 3. Dues. Membership dues as established by the Board of Directors shall not exceed \$50 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 dues for the ensuing year.

Section 4. Election to Membership. Application for membership shall be filed with the Secretary on the form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the rules of Carolina Petit Bassett Griffon Vendeen Club, Inc. and 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 in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

When the Secretary determines the application(s) is (are) complete, the application(s) shall be published electronically for a 30-day comment period. Member comments on the application should be sent directly to the secretary. At the next meeting of the Board of Directors following the close of the 30-day comment period, the Secretary shall refer the application(s) and all comments to the Board for action. Prior to voting on any application, the Board at its discretion, may request additional information from a prospective member. Affirmative votes of not less than 2/3 of the Directors present at the meeting of the Board or not less than 2/3 of the entire Board voting electronically shall be required to elect a member.

An applicant who has received a negative vote by the Board may, upon notification of the Secretary at least 30 days in advance, be presented by one of the applicant's endorsers at the next duly constituted meeting of the membership. A favorable vote of 2/3 of members present may elect such applicant.

Section 5. Termination of Membership. Memberships 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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board of Directors may grant up to 90 days of additional 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.

(c) 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. Meetings of the club shall be held at least 6 times a year within the greater Charlotte, NC area or within the local area of the club (described hereafter as western central North Carolina and adjacent portions of South Carolina) at such hour and place as may be designated by the Board of Directors. Written or electronic notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

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 Charlotte, NC area or within the local area of the club, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic notice of such a meeting shall be sent by the Secretary at least five days and not more than 15 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 3. Board Meetings.

Meetings of the Board of Directors shall be held by conference call on a pre-announced schedule of at least 6 meetings each year. 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 by conference call or at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written or electronic notice of such meeting shall be sent by the Secretary at least five 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 business shall be transacted thereat. The 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 the member is present. Proxy voting will not be permitted at any club meeting or election.

Article III: Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of seven (7) members: President, Vice President, Secretary, and Treasurer and 3 other persons, all of whom shall be members in good standing. The four officers shall be elected to one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. The three at-large Board members shall be elected to three year terms, in a manner that one board member is replaced every year. 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 death, absence or incapacity.

(c) The 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 ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the

previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of the officers and 4 other persons. The fourth at-large director will serve the shorter of three (3) years or until the duties are again separated.

Section 3. 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 the resulting vacancy in the office of Vice President shall be filled by the Board.

Article IV: The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the last 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 shall be held between November 1st and December 31st, at which officers and directors for the ensuing year shall be elected by secret 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 the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The retiring director at-large position will be filled by the nominated candidate receiving the most votes.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of July, 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 committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before August 15.

(a) The committee shall nominate one candidate for each office and position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in *writing* no later than September 14th.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall-notify each member in *writing* of the candidates so nominated no later than October 1st.

(c) Additional nominations may be made to the Secretary by email no later than October 15th. The proposer shall present to the Secretary a written statement from the proposed candidate signifying a willingness to be a candidate. No person may be a candidate for more than one position.

(d) The final slate must be sent to the membership in writing/by email no later than 1 week prior the Annual Meeting.

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

Article V: Committees

Section 1. The Board may each year appoint standing committees to advance the work of the club in such matters as dog 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. Any committee can be dissolved by a majority vote of the full membership of the Board. Furthermore, 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 all 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 interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing

by the Board 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 defendant may personally appear in his own defense and bring witnesses if 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 defendant, the Board may by a majority vote of those present decide to reprimand, suspend on its own, or recommend expulsion to the full membership. Suspension of the defendant from all privileges of the club may be for not more than six months from the date of the hearing. In such case, the suspension shall not restrict the defendant'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 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 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 own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII: Amendments

Section 1. 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 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 an affirmative vote of 2/3 of the members present and voting by secret ballot at any regular or

special meeting called for the purpose, provided the proposed amendments have been included in the 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. 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 other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to PBGV Health and Rescue or, absent it being in existence, a charitable organization for the benefit of dogs selected by the Board of Directors.

Article IX: Order of Business

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

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

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article X: Parliamentary Authority

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.