

# BICHON FRISE CLUB OF SAN DIEGO

## CONSTITUTION

### ARTICLE I NAME AND OBJECTIVES

**SECTION 1.** The name of the Club shall be **The Bichon Frise Club of San Diego**.

**SECTION 2.** The objectives of the Club shall be:

- (a) To encourage and promote quality in the breeding of pure-bred Bichons Frises 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 Bichon Frise shall be judged.
- (c) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at Specialty Conformation, Companion and Performance events.
- (d) To conduct Specialty Conformation, Companion and Performance events under the Rules and Regulations of the American Kennel Club.
- (e) To support and encourage research designed to improve the health and welfare of the Bichon Frise, including financial support of Bichon-specific rescue groups.

**SECTION 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall 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.

## BYLAWS

### ARTICLE I MEMBERSHIP

**SECTION 1. Eligibility.** The club shall be comprised of an unlimited number of members, 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. Membership classifications include:

- (a) **Individual Membership.** Individual membership shall be comprised of individuals who are reputable citizens of the United States, and who are eighteen (18) years of age or older.
- (b) **Household Membership.** Household membership shall consist of Two (2) adult members residing in the same household, who are legal residents of the United States, each eligible to vote and hold office.
- (c) **Junior Membership.** Junior Membership shall be comprised of reputable citizens of the United States who have attained the age of ten (10) years, and who have not reached the age of eighteen (18) years of age. Junior members who are not a part of a household membership shall apply for membership under the provisions listed in Section 2 of these Bylaws. Junior members shall not hold office or have any vote in the affairs of the Club.
- (d) **Lifetime Membership.** Lifetime Membership shall be comprised of members holding an Individual

Membership who have been part of the Bichon Frise Club of San Diego for 25 or more years. They are no longer required to pay annual dues, but they retain all the privileges of an Individual Membership as long as they return their annual Dues Invoice signifying they wish to remain a member.

- (e) **Honorary Member.** Those individuals that the Club wishes to serve in an advisory capacity without becoming an active member. No dues are required and no voting privileges are extended to these members.
- (f) **Associate Member.** Associate members have no voting rights and shall not be counted when calculating a quorum. Associate members are entitled to all club privileges except voting, holding office, and sponsoring prospective members. Applicants for this level of membership need to have one (1) sponsor who has known them for six (6) months and the applicant must have attended two (2) club meetings. After one year they may opt for an Individual, Junior or Family Membership. Any member, of any member classification defined in this section, who has not attended three (3) club meetings in a row, shall be designated an Associate Member until such time they attend two (2) consecutive meetings, at which time their membership classification will be reinstated.

**SECTION 2. Election to Membership.** Each applicant for membership shall apply on a form approved by the Board of Directors, which, in addition to any other matters required by the Board of Directors, shall state the name, address and occupation of the applicant, and provided the applicant subscribes to the principles and purpose of the Club, and agrees to abide by the CONSTITUTION AND BYLAWS of the Club and the Rules of The American Kennel Club. Each application shall furnish the names of two members in good standing, who are not related to the applicant or each other, and are not members of the same household, and who are willing to endorse said applicant for membership.

- (a) Each applicant for membership must attend at least two meetings within a twelve month period before filing an application for membership.
- (b) All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt so long as it is accompanied by the required Sponsor forms. At the next Club meeting, the application will be voted upon. If a majority of those present and eligible to vote, vote in the affirmative, the application will be accepted.
- (c) Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.
- (d) An endorser of a new applicant must have been a member in good standing for at least one year prior to endorsement. No member may endorse more than five (5) voting members in any one official year (**as defined in Article IV, Section 1.**) Endorsers shall furnish such information regarding the applicant as the Board may require and shall have known the applicant for the period of at least six months prior to sponsoring said applicant.

**SECTION 3. Dues.** Membership dues shall be in an amount fixed from time to time by the Board of Directors, but shall not exceed \$100.00 for Individual Membership, \$110.00 for Household and \$10.00 for Junior Membership per year. Dues shall be due and payable on or before January 1 of each year. No member may participate in any meeting of the Club, vote on any matter pertaining to the business of the Club, endorse applicants for membership, or Candidates for office until their dues are paid in full for the current year. No later than the first week of October, the Secretary shall send to each member in good standing a Statement of the Dues for the Ensuing year. Dues to new members shall be payable within 30 days of their notification of acceptance into membership. A membership shall be considered lapsed as of February 28th, unless, in the opinion of the majority of the Board, extenuating circumstances allow for reinstatement.

**SECTION 4. Termination of Membership.** Membership may be terminated:

- (a) By Resignation. Any member in good standing may resign from the Club upon written notice to the

Secretary: but no member may resign when in debt to the Club and they become incurred on the first day of each fiscal year.

- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 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.
- (c) By Expulsion. A membership may be terminated by expulsion as provided in **Article VI** of these bylaws.

## **ARTICLE II MEETINGS**

**SECTION 1. Club Meetings.** Meetings of the Club shall be held in the County of San Diego, generally on Saturdays at such date, time and place as may be designated by the Board of Directors. However the Board of Directors has the right to change the date if circumstances warrant a change. A minimum of six business meetings shall be held each year. Written or emailed or other electronic means of communication shall be sent by the Secretary or President at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing and that have voting rights as of the date of the meeting.

**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 at such place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written/emailed or other electronic means shall be sent by the Secretary at least 5 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 of such a meeting shall be 15% of the members in good standing and that have voting rights as of the date of the meeting.

**SECTION 3. Board Meetings.** Meetings of the Board of Directors shall be held at a time, date and place as designated by the Board of Directors. The Board may change the date if circumstances warrant such a change. The quorum for such meetings shall be five members of the elected 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 written request signed by at least three members of the Board. Such special meetings shall be held at such place, date and time as may be designated by the person authorized herein to call such a meeting. Written/emailed or other electronic 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 business shall be transacted thereat. A quorum for such a meeting shall be three members of the elected Board.

**SECTION 5. Voting.** Each member in good standing whose dues are paid for the current year and that have voting rights as of the date of the meeting, shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any club meeting or election.

## **ARTICLE III OFFICERS AND DIRECTORS**

**SECTION 1.** The officers of the Club shall consist of a President, Vice-President, Secretary, and Treasurer, elected for one-year terms at the Club's Annual Meeting, as provided in Article VI of the Bylaws.

**SECTION 2.** The Board of Directors shall consist of the above officers and three other members, and shall be elected to the Board as provided in Article IV.

- (a) The **President** shall be the Chief Executive Officer of the Club. He/She shall preside at all meetings, including Board of Director Meetings, enforce the provisions of the Constitution and Bylaws, and appoint all necessary committees not otherwise provided for. The President shall have the duties and powers normally appurtenant to the office of the 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. The Vice President also acts as Program Chairman for all Club meetings
- (c) The **Secretary** shall keep a record of all meetings and official business of the Club and of the Board of Directors and of all matters of which a written record shall be ordered by the Club. The Secretary shall keep a roll of the membership and attendance at monthly meetings as well as other duties as prescribed by the By-Laws. The Secretary shall be responsible for all correspondence from the public, and to the general public, and all communications to the membership which does not originate from an official action of the Board of Directors. The Secretary shall document all matters which require being made of permanent record, and such other matters as may from time to time be specifically assigned by the Board. During the absence, death or inability of the Secretary to perform his/her duties as set forth herein, the same shall be performed and exercised by the President until such time a new Secretary is assigned. No later than 30 days after the expiration of his/her term of office, the Secretary shall turn over to his/her successor the complete records of the Club and all Club property in his/her possession.
- (d) The **Treasurer** shall collect and receive all monies due or belonging to the Club and receipt thereof. He/she shall deposit the same in an FDIC Bank satisfactory to the Board, in the name of the Club. His/her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item or receipt of payment not previously reported. No later than thirty days after the expiration of his/her term of office, he/she shall submit his/her books for audit to an auditor to be appointed by the Board, and shall turn over the books and all Club records and property in his/her possession to his/her successor.
- (e) **Duties of the Board.** The Board of Directors shall be entrusted with the General Management of the club and shall be responsible for the execution of authorized policies of the Club and shall be empowered to act for the membership when a decision is mandatory prior to a scheduled meeting. The Board shall have the power to authorize payment of normal operating expenses of the Club.

**SECTION 3. Vacancies.** Any vacancies occurring on the Board or among the officers during the year, shall be filled until the next annual election by majority vote and of all the then members of the Board, except that a vacancy in the office of the President shall be filled automatically by the Vice President, and the resultant vacancy in the office of Vice President shall be filled by the Board.

#### **ARTICLE IV**

#### **THE CLUB YEAR, VOTING, NOMINATIONS, AND ELECTIONS**

**SECTION 1. Club Year.** The Club's fiscal year shall begin on the first day of January and end on the 31<sup>th</sup> day of December. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting held in March and shall continue through until the following election. The elected Officers and Directors shall take office immediately upon the conclusion of the annual meeting and each retiring Officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 2. Voting.** At the regular meetings of the Club or special meetings, voting shall be limited to those members in good standing who are present at the meeting and that have voting rights as of the date of the meeting. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions to the members by written ballot cast by mail/email, or web-based surveys.

**SECTION 3. Elections.** Officers and Directors shall be elected annually at the time of the annual meetings. The vote is to be conducted by Secret Ballot. The candidate receiving the largest 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. During the month of October the Board shall select a Nominating Committee which will consist of two members and one alternate, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify committee members and their alternates of their selection. The Board shall name a chairman of the committee and it shall be his/her duty to call a committee meeting that shall be held on or before November 1<sup>st</sup>. The Nominating Committee may conduct its business by mail/email or telephone.

- (a) The Nominating Committee shall nominate from the members of the Club in good standing, one Candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee shall then present its slate of candidates to the Secretary no later than November 4<sup>th</sup>.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, before November 5<sup>th</sup> notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the December meeting by any member in attendance provided that the person so nominated accepts when his/her name is proposed and provided further that if the proposed candidate is not at the meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.
- (d) No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (e) Voting for Officers and Directors is done at the Annual meeting in March.

## **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, rally, agility, trophies, annual prizes, membership and other fields which may well be served by committee. 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 appointment may be terminated by the 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 service has been terminated.

## **ARTICLE VI DISCIPLINE**

**SECTION 1. American Kennel Club Suspensions.** Any member who is suspended from all 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 \$50.00, which shall be forfeited if such charges are not sustained by the Board or a Committee 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 action alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest 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 or a Committee of not less than three members of the Board, not less than three weeks or 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/her own defense and bring witnesses if he/she wishes.

**SECTION 3. Board Hearing.** The Board or Committee 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, suspend the defendant from all privileges of the Club for not more than six months. And if it deems that punishment is 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 his fellow members at the ensuing Club meeting which considers the recommendation of the Board. 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 decision and penalty, if any.

**SECTION 4. Expulsion.** Expulsion of a member from the Club may be accomplished only a meeting of the Club following a Board hearing and upon the recommendation of the Board 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. 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 finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the 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% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to 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 at any time by a 2/3 vote of the members present at any regular meeting at which a quorum is present, provided a copy of the proposed amendment has been mailed or emailed by the Secretary to each member in good standing at least one week prior to such meeting. A quorum for such meetings shall be 20% of the members in good standing that have voting rights as of 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 that have voting rights as of the date of consent. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or by operation of law, none of the property of the Club nor any proceeds thereof or any assets of the Club shall be distributed to any members of the Club; but after payment of debts of the Club, its property and assets shall be given to a Charitable Organization for the benefit of Bichons Frises, selected by the Board of Directors.

## **ARTICLE IX AUTHORITY**

**SECTION 1.** The Parliamentary Authority for this Club shall be Roberts Rules of Order Newly Revised, in all cases where they are applicable and in which they are not inconsistent with the Bylaws.

## **ARTICLE X ORDER OF BUSINESS**

**SECTION 1.** 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, if applicable:

- Roll Call
- Minutes of the Last Meeting
- Report of Board
- Report of President
- Reports of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (Annual Meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment