

CONSTITUTION

GRAND BASSET GRIFFON VENDEEN CLUB OF AMERICA

ARTICLE I NAME AND OBJECTIVES

SECTION 1. The name of the club shall be Grand Basset Griffon Vendeen Club of America, hereafter known as the Club.

SECTION 2. The objectives of the club shall be:

- (a) To encourage and promote quality in the breeding of purebred Grand Basset Griffon Vendeen 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 Club as the only standard of excellence by which Grand Basset Griffon Vendeen shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, performance events, agility events, obedience events and field trials;
- (d) To encourage members to abide by the Club Membership Guidelines;
- (e) To conduct sanctioned events under the rules and regulations of the American Kennel Club;
- (f) To conduct educational events.

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 or from Club sponsored events 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 By-laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I

Membership

Section 1. Eligibility.

There shall be 7 types of membership, open to all persons who subscribe to the purposes of the Club as set forth in the Constitution and By-Laws and who are in good standing with the American Kennel Club.

Associate Membership

Full Membership

Junior Membership

Foreign Membership

Local Club Membership. A local Grand Basset Griffon Vendéen Specialty Club recognized and approved by the Grand Basset Griffon Vendéen Club of America. Such club shall be entitled to one vote but is not entitled to hold office.

Life Membership. Any past or present member, having rendered especially outstanding service to the Club, may be proposed by a member of the Board of Directors for election to life membership at any Annual Meeting of the Club. Any individual so proposed shall have been an active member of the Club for at least 15 years. Election shall be by an affirmative 2/3 vote of the members present and voting. Such life members shall be exempt from payment of dues and shall have all the rights, privileges and duties of membership, including the rights to vote and hold office. The new Life Member shall be given an appropriate notification of the honor.

Honorary Membership. Any individual who has rendered exceptional service to the Club or to the breed, may be proposed by a member of the Board of Directors for election to an honorary membership. Election shall be by an affirmative 2/3 vote of the entire Board of Directors. Such members shall be exempt from payment of dues and shall have all the rights and privileges and duties of membership

except the rights to vote and hold office. The recipient shall be given an appropriate notification of the honor. Any honorary member shall have the option of holding active membership with all the rights, privileges and duties thereof, including the right to vote and hold office, by payment of the annual dues.

Section 2. Dues.

Membership dues shall be an amount designated by the Board of Directors each year. Dues for any membership shall not exceed \$75.00 per year, payable on or before the 1st day of July each year and no later than September 1st. Any person who joins after June 1st or thereafter shall pay half of the current dues for the balance of the calendar year. No member may vote whose dues are not paid for the current year. During the month of June the Treasurer shall send to each member a statement of dues for the ensuing year. On August 1st any unpaid member shall be sent a second notice that dues are to be received **NO LATER THAN SEPTEMBER 1ST.**

Section 3. Election to Membership.

Each applicant for membership shall apply on a form as approved by the Board of Directors of the Club and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Club and the Membership Guidelines of the Club and the rules of the American Kennel Club. The application shall carry the endorsement of two voting members in good standing with the Club.

Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants who submit their application after April 1st and are approved for membership shall have dues paid for the following calendar year. Applications are to be filed with the Treasurer, who shall send a copy to the Secretary. The Secretary shall circulate the application to the Board of Directors for approval. Prior to voting on the application, the Board, at its discretion, may request additional information from the applicant. Affirmative votes of not less than 2/3 of the Board of Directors shall be required to elect an applicant.

An application which 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 Annual Meeting of the Club and a favorable vote of 75% of the voting members present may elect such applicant.

Section 4. Termination of Membership.

Memberships may be terminated:

(a) by resignation upon written notice to the Secretary, provided such member is not in debt to the Club. Dues obligations are considered a debt to the Club and they are incurred on the 1st day of each fiscal year.

(b) by lapsing, which occurs when a member's dues remain unpaid 60 days after the first day of the renewal year, however, the Board may grant an additional 30 days of grace in meritorious cases.

In no case may a person vote at any Club meeting or election whose dues are unpaid as of the date of the meeting or closing date of the election.

(c) by expulsion, a membership may be terminated by expulsion as provided in Article VI Section 5 of these By-Laws.

ARTICLE II

Meetings

Section 1 Annual meeting.

The Annual Meeting of the Club shall be held between March 1st and June 30th each year, also in conjunction with the Club's National Specialty show if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting . The quorum for the Annual Meeting shall be 10% of the voting members in good standing on 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 or may be called by the Secretary upon receipt of a petition signed by 10% of the voting members of the

Club who are in good standing. Such meeting shall be held at such place and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the meeting.

The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the voting members in good standing on the date of the meeting.

Section 3 Board Meetings

The Board shall hold a meeting in conjunction with the National Specialty. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of such meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. Such written notification is required even if prior contact has been made by telephone or by electronic media. The quorum for a Board meeting shall be a majority of the Board voting in person, by mail, fax telephone conference call or other electronic meeting.

Section 4 Conduct of Business

The Board of Directors may conduct its business by mail, electronic media, fax or telephone conference call through the Secretary, provided it does not conflict with any other provision of these bylaws. In cases where the Board of Directors are polled by telephone, written confirmation to the Secretary shall be provided by the Board member on a form provided by the Secretary within seven days or their individual vote shall not be counted.

Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference.

Business(voting) can be conducted at meetings or through mail, fax or e-mail, providing it does not conflict with any other provision of these bylaws. In order for business to be conducted by e-mail the following precautions must be in place:

1. every Board member must be provided with the means to participate if they do not already have the means;
2. a procedure must be in place to verify the identity of the individuals participating, to ensure that they are the eligible Board members;
3. a mechanism must be in place to verify that the eligible Board members are “listening”;
4. all Board members must agree to participate in this manner;
5. votes that must be conducted by secret ballot can not be conducted by e-mail.

ARTICLE III

Directors and Officers

Section 1. Board of Directors.

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and five Directors, all of whom shall be voting members in good standing who are residents of the United States. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. General management of the Club shall be entrusted to the Board of Directors.

Section 2. Terms of Office.

The President, Vice President, Secretary and Treasurer and Directors shall be elected from the voting membership at large without regard to their region of residency. Each shall be elected for two year terms. In order to maintain continuity on the Board of Directors, the President and Secretary shall be elected in odd numbered years; the Vice President and Treasurer shall be elected in even numbered years. The Directors shall each serve two year terms. Two Directors shall be elected in odd numbered years and three Directors shall be elected in even numbered years.

Section 3. 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, resignation 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 and keep a tally of all elections; 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 and carry out such other duties as may be designated by the Board or as prescribed in these bylaws. The Secretary shall keep a roll of the members, voting and non-voting, with their addresses.
- d). The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit same in a bank designated by the Board in the name of the Club. The President will serve as a secondary signer on all bank accounts, however only one signature shall be required on checks. The books shall at all times be open to inspection by the Board, and the Treasurer shall report to the Board at least quarterly the condition of the Club's finances, including a summary of receipts and payments received and expended during the previous quarter. At the Annual Meeting, the Treasurer shall render a summary accounting of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine. The Treasurer shall notify the members in writing when dues payments are due and payable in accordance with Article 1 Section 2.
- e). Directors shall carry out such duties as are assigned by the Board.

Section 4. Vacancies.

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next Annual Meeting by a majority vote of all of the remaining members of the Board at its first regular meeting following the creation of such a vacancy, or at a Special Board Meeting called for that purpose. The election also may be conducted through a poll of the Board conducted by the Secretary. However, 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. At the next Annual Meeting the balance of the term of any vacant position previously filled by the Board shall be filled by a membership election as provided in Article IV Sections 2, 3 and 4.

ARTICLE IV

Club Year, Voting, Nominations, Elections

Section 1. Club Year.

The Club's official year and fiscal year shall begin July 1st of each year and shall continue through June 30th of the following year. The elected officers and directors shall take office on July 1st and each retiring officer shall turn over to their successor in office all properties and records relating to that office as soon as practical but in no event later than July 10th of each year.

The Annual Meeting shall be held each year. Officers and Directors for the ensuing year shall be elected by secret ballot from those nominated in accordance with Section 4 of this article.

Section 2. Voting

At the Annual Meeting, or at a special meeting of the Club, voting shall be limited to those members which are VOTING MEMBERS in good standing, who are present at the meeting, except for the annual election of Officers and Directors, Amendments to the Constitution and Bylaws and changes to the Standard for the Breed, all of which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Annual Election.

At the Annual Meeting for the Election of Officers and Directors, the vote shall have been conducted by secret ballot. Ballots, to be valid, must have been received by the Secretary (or chairperson of the Tellers Committee, designated by the Board) by a date exactly two weeks prior to the date of the Annual Meeting. Ballots shall be counted no earlier than one week prior to the Annual Meeting by three (3) inspectors of elections (the Tellers Committee) who are members in good standing and who shall be chosen in advance by the Board. They may not be members of the current Board nor candidates on the ballot. Alternatively, the Board may designate an independent Certified Public Accountant to send, receive and count the ballots in the manner designated by this Section of the Bylaws. The person receiving the largest number of votes for each position shall be declared elected. If any elected official/director is unable to serve for any reason, the vacancy so created shall be filled by the Board of Directors in the manner provided by in Article III Section 4. In the event of a tie, the procedure of resolving the tie shall be determined by the Board of Directors.

Section 4. Nominations and Ballots

No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. Those nominated for any elected Club position must have been a voting member in good standing of the Club for a period of at least one year prior to their nomination. A Nominating Committee shall be chosen by the Board of Directors before August 1st of each year. The Committee shall consist of six members including 3 alternates, all voting 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 by mail, fax or telephone which results shall be confirmed in writing within 7 days to the Secretary. All deliberations of the Nominating Committee shall remain confidential.

(a) The Nominating Committee shall nominate from the eligible voting members of the Club one candidate for each office vacancy and for each other vacant position on the Board of Directors and shall procure the acceptance of each nominee so chosen as well as a resume for each individual nominated.

The Committee should consider geographical representation of the Directors of the Board to the extent that it is practical to do so. The Committee shall by September 10th submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he resides, to each voting member of the Club on or before September 20th so that additional nominations may be made by voting members if they so desire.

(b) Additional nominations of eligible voting members may be made by written petition addressed to the Secretary and received at the Secretary's regular address on or before November 15th signed by 10 voting members in good standing and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate, together with a resume of the nominee's experience. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are received by the Secretary on or before November 15th, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

(d) If one or more valid additional nominations are received by the Secretary on or before November, he/she or an independent Certified Public Accountant designated by the Board shall, eight weeks prior to the date of the Annual Meeting, mail to each voting member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside along with a resume for each candidate; together with an envelope marked 'Ballot' and a return envelope addressed to the Secretary or to the chairperson of the Tellers Committee marked 'ballot' and bearing the name of the voting member to whom it was sent. The ballots shall be counted by a Tellers Committee of no less than three members who are appointed by the Board of Directors; these three members shall be chosen from the Club's voting membership. The ballots shall be counted during the week prior to the Annual Meeting. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the envelope marked 'Ballot' which in turn shall be placed in the second envelope addressed to the Secretary or to the Chairperson of the Tellers

Committee. The Tellers Committee or an independent Certified Public Accountant shall check the returns against the list of voting certify eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting. The ballots and outer envelopes, with the voting members names on the return address, shall be retained by the Tellers Committee or Certified Public Accountant for a period of at least six months following the election, so that if requested, a recount can be conducted following the requirements of this section. Once a recount is completed, no additional recounts will be permitted in any one election.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as prescribed above.

(f) If the first election following the approval of these Bylaws is an odd numbered year, those positions designated herein as elected for two year terms in even numbered years shall each be elected to one year terms. If the first election following approval is held in an even numbered year, those positions designated herein as elected for two year terms in odd numbered years shall be elected for one year terms. This will establish the alternating pattern of term endings desired to maintain continuity on the Board.

ARTICLE V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club on such matters as Specialty shows, field trials, obedience trials, performance events, agility trials, trophies, annual prizes, membership and other areas which may be well 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. Each committee may, at the Board's discretion be made up of either voting members &/or non-voting members.

Section 2. Any committee appointment other than the Nominating Committee 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 service has been terminated.

ARTICLE VI

Discipline

Section 1. American Kennel Club

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Dog club suspension.

Any member who is suspended from the privileges of any All-Breed Dog Club or Specialty Dog Club automatically shall be suspended from the privileges of this Club for a like period.

Section 3. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall send a copy of the charges within 7 days to each member of the Board. The Board first shall consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Breed. If the Board considers the alleged conduct to be non-prejudicial, it may refuse to take further action and may dismiss the charges. If the Board determines that a hearing should be held, it shall fix a hearing date to be held by the Board or a committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall within 7 days send one copy of the charges to the defendant member by certified mail return receipt requested and another copy by regular mail together with a notice of the hearing and an assurance that the defendant may appear and bring witnesses if so desired. The defendant may be granted a postponement, but not later than the next Annual Meeting of the Club. The Location of the hearing shall be in proximity to the place of residence of the defendant.

Section 4. Board Hearing.

The Board or committee shall have complete authority to decide whether counsel may attend the hearing. Complainant and defendant shall be treated uniformly in this and all regards. Should the charges be sustained, after hearing all the evidence and testimony, the Board may, by a majority of those present, reprimand (a written reprimand directed exclusively to the member may be somewhat detailed but an official [published] reprimand should only indicate that subsequent to a board meeting..... “member ‘X’ was officially reprimanded as a result of charges filed by member ‘Y’.”) or suspend the defendant from all Club privileges for not more than six months from the date of the hearing. If the Board deems that punishment insufficient, it may recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant’s right to appear before the other members at the ensuing Annual Meeting. Immediately after the Board has reached a decision, the findings shall be put in written form and filed with the Secretary. The Secretary shall notify each of the parties involved of the Board’s decision and penalty, if any.

Section 5. 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 this Article. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The voting members present at the meeting at which expulsion is considered shall vote by secret written ballot. A 2/3 vote of those voting members present and voting at the meeting shall be necessary for expulsion. If expulsion is not approved, the Board’s suspension shall stand.

ARTICLE VII

Amendments

Section 1. Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20% of

the voting members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the voting members with recommendations of the Board for a vote within three months of the date the petition was received by the Secretary.

Section 2. The Constitution and Bylaws or the Standard for the Breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each voting member in good standing on the date of the mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The dual envelope procedure as described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure the secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballot must be returned to the Secretary to be counted as required in Article IV, Section 4 (d). The favorable vote of 2/3 of the voting members in good standing who return valid ballots within the time limits shall be required to effect any such amendment.

Section 3. No Amendment to the Constitution and Bylaws or to the Standard for the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

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 voting members. In the event of dissolution of the Club other than for purposes of reorganization, whether voluntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets shall be distributed to any members of the Club. After payments of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE IX

Order of Business

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

Roll Call

Minutes

Report of President

Report of Vice President

Report of Secretary

Report of Treasurer

Report of Committees

Announcement of Election Results (at Annual Meeting)

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:

Readings of Minutes

Report of President

Report of Vice President

Report of Secretary

Report of Treasurer

Report of Committees

Election of New Members

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 or any special rules or orders the Club may adopt.

