

# Washington Brittany Club, Inc.

## Constitution and Bylaws

### **Article I** **Name**

- Section 1. The name of the Club shall be known as the Washington Brittany Club, Inc., a regional Club of the American Brittany Club, Inc.
- Section 2. The Board of Directors is charged with registering the name of the Washington Brittany Club, Inc. with the proper authorities and resisting the unauthorized use of the name.
- Section 3. Within the scope of these Constitution and Bylaws, "Club" shall refer to the Washington Brittany Club, Inc. and Board shall refer to the Board of Directors of the Washington Brittany Club, Inc.

### **Article II** **Objectives**

- Section 1. The objectives of the Club shall be:
- (a). To promote cooperation and good relationships between owners and breeders of Brittanys and Brittany enthusiasts.
  - (b). To encourage higher standards in breeding, training and showing of Brittanys in the field, conformation and/or other events.
  - (c). To sponsor and conduct events such as Field Trials, Hunt Tests, conformation, obedience, agility, and/or rally events so that Brittanys will have the opportunity to achieve championship titles in these and/or other titling events.
  - (d). To discourage the breed from becoming split into groups of "field dogs" and "show dogs", and strive to keep it forever a "dual dog".
  - (e). To support activities which will encourage owners of Brittanys to become more involved in Club activities and promote the primary objectives.
  - (f). To cooperate with other clubs, organizations and groups in the conservation of wildlife and wildlife areas, maintaining existing event

grounds and development of future event grounds

- (g). The Club shall have no other objective except as may be specifically approved by the Board of Directors.

**Article III**  
**Business and Management**

Section 1. The management of the business, prudential concerns and property of the Club shall be vested in the Board of Directors of not less than five.

Section 2. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the personal benefit of any member or individual.

**Article IV**  
**Board of Directors and Officers**

Section 1. Board of Directors

- (a). The Board of Directors shall consist of the elected officers, the immediate past President and not more than four other members, of which two will be elected by the general membership and two may be appointed by the President and confirmed by the Board at a regular or special meeting. The two appointed board members should serve during the term of the President by whom they were appointed. All officers and board members must be members, or associate members, in good standing, over the age of eighteen and residents of the State of Washington.
- (b). The Offices of Secretary and Treasurer may be but are not required to be, held by the same person.
- (c). Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each person and voting by proxy shall not be allowed.
- (d). The Board of Directors shall have the power to fill any vacancy occurring in the Board, or any office. The person, elected by a simple majority vote of the Board to fill a vacancy, shall serve for the remaining term of that position.

Section 2. Officers

- (a). Officers of the Club shall be comprised of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected for a term of one year. The term of office will be the calendar year.

- (b). President  
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 this Constitution and Bylaws.
- (c). Vice President  
The Vice President shall perform all the duties of the President in their absence
- (d). Secretary  
It shall be the duty of the Secretary to keep records of all proceedings, receive correspondence, and keep records of membership, process all applications for membership and coordinate information for the Board of Directors of the club.
- (e). Treasurer  
The treasurer shall collect and receive all monies due or belonging to the Club and deposit the same in a checking account approved by the Board in the name of the Club. Each item presented for payment shall be backed by an invoice and/or statement. The treasurer shall render a detailed account in writing of all monies received and expended by the Club at the request of the Board, but at least annually at the annual club meeting. An audit may be held at any time by request of the Board of Directors, or any member in good standing who can show just cause for the request.

#### **Article V:** **Vacancies or Removal**

Section 1. Vacancies  
Any vacancies occurring on the Board of Directors or any office of the Club may be filled by simple majority vote of the remaining Board of Directors at a regular or special meeting.

Section 2. Removal  
Any Officer or Board Member may be removed by a simple majority vote of the Board of Directors, if deemed to be in the best interest of the Club. Any Board member who is absent, without being excused by the Board from any three consecutive meetings shall be removed from office.

#### **Article VI** **Membership**

Section 1. Eligibility

There shall be three types of memberships open to all persons who are in good standing with, but not necessarily member of, the American Brittany Club and the American Kennel Club and who subscribe to the objectives of this Club. While membership is to be unrestricted as to residence, the Club's primary objective is to be a representative of the owners and breeders in Washington State.

(a). Active Membership

An active member shall be the owner or co-owner of a registered Brittany and must be over the age of eighteen.

(b). Associate Membership

Any person interested in the breed may become an associate member, if another member of his or her family is an active member or if they are presently an active member in another regional club. Persons under the age of eighteen may become associate members if a parent or legal guardian is an active member of the Club.

(c). Honorary Membership

Honorary membership may be bestowed on any person who has rendered notable service to the breed by a simple majority vote of the club at the annual meeting. Honorary membership does not carry with it any obligation of duties, dues, and nominating or voting privileges.

Section 2. Dues

(a). Membership Dues

Active Membership and Associate Membership dues shall be set by the American Brittany Club, payable on or before the day designated by the Parent Club. The Regional Club Secretary shall submit to the Parent Club that portion of the dues.

(b). Overdue Notice

Expiration notices are sent out by the American Brittany Club prior to the membership lapse, renewal dues are to be sent to the Regional Club Secretary. No member may vote whose dues are not paid.

Section 3. Election to Membership

- (a). All prospective applicants for membership shall be required to provide the information detailed in the clubs application form. By signing the application form, the applicant agrees to abide by the Constitution and Bylaws of the Washington Brittany Club, the American Brittany Club and American Kennel Club. Accompanying the application, the prospective member shall submit his payment of dues for one year's membership.

- (b). All applicants are to be filed with the secretary and shall read be read at the first meeting of the Board of Directors following its receipt. At the Board of Directors meeting, each application will be voted upon with a simple majority of the Directors present required to approve the applicant for Club membership.
- (c). Applicants for membership who have been rejected by the Board may not re-apply for six months after said rejection.

Section 4. Termination of Membership

- (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. Dues obligations are considered a debt to the Club.
- (b). By Lapsing  
A membership may be considered as lapsed and automatically terminated if such member's dues remained unpaid sixty days after expiration. However, the Board may grant an additional thirty days grace to such delinquent member in a meritorious case. In no case may any 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 IX of the Washington Brittany Club, Inc. Constitution and Bylaws.

**Article VII**  
**Meetings**

Section 1. Club's Year

The Clubs fiscal year shall begin January 1 and end on December 31. The annual meeting shall be held in the month of January. All members may attend all Club and Board meetings, but may vote only at Club Membership meetings.

Section 2. Official Year

The Club's official year shall begin on January 1 and the elected officers and directors shall take office on that date after receiving verification of election results from the committee appointed by the Board to tally ballot results. Each retiring officer shall turn over all properties and records relating to that office to his or her successor before or within 15 days after January first.

Section 3 Board Meetings

Regularly scheduled meetings of the Board of Directors shall be held at such hour and place as may be designated by the Board. In the event that the Board is unable to convene at a scheduled place and time, the Board may conduct a meeting by telephone or similar communications device. The quorum for said meetings shall be a majority of the Board.

Section 4. Special Board Meetings

Any member of the board may call a special meeting of the Board of Directors to deal with special agenda items requiring the immediate attention of the Board. Notification of such meetings shall be given verbally or in writing at least three days prior to the date on which the meeting is to be held. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum of the Board must be in attendance and only those board members in attendance will be allowed to vote.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business for the Club.

Section 6. Club Meetings

Meetings of the Club shall be held as scheduled by the Board of Directors. Notice of such meetings shall be published and distributed at least ten days (10) prior to the date of the meetings. The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

Section 7. Special Club Meetings

A special Club meeting may be called by the President, a majority vote of the Board at any regular or special meeting of the board, or by the Secretary upon receipt of a petition signed by ten members of the Club who are in good standing. Special Club meetings shall be held at such an hour and place as may be designated by the Board or other authorized person. Notice of such meetings shall be distributed in writing by the secretary at least five days prior to the date of the meeting, and no other club business may be transacted there. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

**Article VIII**  
**Nominations and Elections**

Section 1. Nominations

No person may be a candidate in an election of Officers who has not been nominated. No person may be a candidate for more than one position other than that of the Secretary/Treasurer position as stated in Article IV – Section 1(b) (Officers/Board of Directors).

Section 2. Eligibility

Any member desiring to nominate a member for office may do so by submitting said member's name to the Secretary in writing. The proposed candidate needs to submit to the Secretary a written statement signifying his or her willingness to be a candidate. Nominations and acceptance statements may be submitted by E-Mail or US Mail. The Secretary must receive all nominations by November 15 of each calendar year. The Secretary shall promptly submit the member's name with the information received to the nominating committee. There shall be no nominations from the floor at the Annual Meeting.

Section 3. Nominating Committee

The Board shall select by October 1 of each calendar year a Nominating Committee, consisting of the most immediate Past President or their Board Member designee, a Board Member, either of which may be designated as Chairman, and two additional Club members. The Committee shall nominate at least one candidate and preferably two candidates for each position. After securing the consent of each person so nominated, the Committee shall immediately report by October 30 the nominations to the Secretary in writing by E-Mail or US Mail of the candidates so nominated.. Upon receipt of the nominating Committee's report, the Secretary shall notify the membership in writing by E-Mail or US Mail.

Section 4. Acclimation

If the Secretary on or before November 30 receives no valid additional nominations, the Nominating Committee's slate shall be declared elected on that date and no balloting shall be required.

Section 5. Ballots

If the Secretary, on or before November 15 receives one or more valid additional nominations, the Secretary shall mail a ballot to each member in good standing. The ballot shall list in alphabetical order the candidates for each office: President, Vice President, Secretary, Treasurer, and unfilled elected Board positions. The Secretary shall also forward to each member a return envelope addressed to the Secretary and an envelope marked BALLOT, with the request for the completed ballot to be returned by December 15 of the current year. The Board of Directors shall appoint a committee to tally such ballots. The results of the voting shall be announced to the membership by the Secretary on or before December 28 by E-Mail or IUS Mail.

Section 6. Voting

(Previously Article VII Section 8 in the May 2, 2003 version of the Constitution and Bylaws.) All Active and Associate Members in good standing, whose dues are paid for the current year, shall be entitled to one vote at any general membership meeting of the Club for which they are present. Proxy voting

will not be permitted at any Club meeting or election.

Section 7. Method of Voting

Voting for election of Officers, Board of Directors, and Amendments to the Constitution and Bylaws shall be conducted only by written ballot cast by US Mail or by a Special Club Meeting called by the Board of Directors in accordance with Article VII – Section 7 – (Special Club Meetings).

**Article IX**  
**Discipline**

Section 1. American Kennel Club or American Brittany Club Suspension

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

Section 2. Charges

Any member may prefer charges against another 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, which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board, which shall meet and establish a date of a Board Hearing 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 or her own behalf and bring witnesses if they wish.

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 both parties, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club. . If it is deemed that such punishment is insufficient, it may also recommend to the membership that the penalty be exclusion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meetings, which considers the Board's recommendation. Immediately after the board has reached a decision, its findings shall be at in written formant filed with the Secretary. The Secretary in turn, shall notify each of the parties of the Board's decision and penalty, if any. Suspensions are a final decision of the Board and no further proceedings will take place.

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 thirty days (30) after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or 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 or her own behalf if they wish. The meeting shall then vote by secret ballot on the proposed expulsion. If expulsion is not so voted the Board's suspension shall stand.

### **Article X** **Amendments**

- Section 1. Amendments to the Bylaws or Constitution may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) 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 at the next regularly scheduled membership meeting.
- Section 2. The Bylaws or Constitution may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments may have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

### **Article XI** **Committees**

- Section 1. The Board may appoint standing Committees to advance the work of the Club in such matter as dog shows, field trials, hunt tests, picnic 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. The President, with the concurrence of the Board of Directors, will appoint Committee Chairmen for the purpose of the planning and conducting Field Trials, Specialty Shows and Hunt Tests, etc. Each Committee Chairman will be responsible for the planning of the event, including, but not limited to, documenting the committee member's names and assignment, a detailed budget defining expected income, expenses, expected profit or loss, the event schedule and the location where the event will be held. The event plan will be presented to the president for review at least three (3) months

prior to the scheduled event. The President will review the plans with the Board for their approval prior to the event. Within thirty (30) days after the event, a detailed list of expenditures and income, and the resulting profit or loss of the event, will be prepared and forwarded to the president for review with the Board at the next scheduled meeting of the Board.

Section 3. Any Committee appointment may be terminated by a majority vote of the Board at any time and written notice will be sent to the appointees. The Board may appoint successors to those persons whose service has been terminated.

**Article XII**  
**Order of Business**

Section 1. Club Meetings

At meetings of the Club, the order of business so as the character and nature of the meeting may permit, shall be as follows:

Roll Call  
Minutes o Last Meeting  
Report of President  
Report of Secretary  
Report of Treasurer  
Correspondence  
Election of Officers and Board (Annual Meeting)  
Unfinished Business  
New Business  
Report of Committees  
Adjournment

Section 2. Board of Directors Meetings

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

Roll Call  
Minutes o Last Meeting  
Report of Secretary  
Report of Treasurer  
Report of Correspondence  
Election of New Members  
Unfinished Business  
New Business  
Committee Reports  
Adjournment

Section 3. Rules of Procedure

The rules of procedure at meetings of the Club and of the Board of Directors of the Corporation shall be the rules contained in Robert's Rules of Order, revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

**Article XIII**  
**Dissolution**

Section 1. The Corporation may be dissolved at anytime by the written consent of not less than sixty percent (60%) of the members. In the event of dissolution of the Corporation, either voluntary or involuntary, or by order of la enforcement, none of the property of the Corporation or any proceeds thereof, or any assets of the Corporation shall be distributed to any members of the Corporation. After payment of the debts of the Corporation, its' property and assets shall be given to another Brittany Club selected by the Board of Directors, that is sanctioned by the American Kennel Club, the American Brittany Club and is exempt from Federal Income Tax;

**Certification**

Char Benedict, Club President and Deb Brown Secretary of the Washington Brittany Club, Inc., hereby certify that the foregoing amended and restated Constitution and Bylaws were duly adopted by the Board of Directors and Club membership on January 10, 2016.

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Char Benedict, WBC President

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Deb Brown, WBC Secretary