

The Great Lakes Bearded Collie Club

Constitution

Adopted August 1996

Article I

Name and Objects

Section 1.

The name of the Club shall be “The Great Lakes Bearded Collie Club”.

Section 2.

The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Bearded Collies 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 Bearded Collies 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, herding trials, agility trials and other competitive events;
- (d) to conduct sanctioned and licensed specialty shows, obedience trials, tracking tests, herding events, and agility trials under the rules of The American Kennel Club;
- (e) to offer educational opportunities to those seeking to further their knowledge of the Bearded Collie.

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 members 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 objects.

Section 5.

Nothing herein contained shall be construed to make this organization a partnership or to make any member, officer, or director of this organization personally responsible or liable under partnership law or otherwise for the acts, debts, defaults, or liabilities of any character what-so-ever of any other member, or of the organization.

Great Lakes Bearded Collie Club

Bylaws

Adopted September 1996

ARTICLE I -- MEMBERSHIP

Section 1. Eligibility. There shall be two types of membership open to persons 18 years of age or older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this club:

- 1) Individual - Enjoys all privileges of the club including voting and holding office.
- 2) Joint - Two adults residing in the same household, each shall have a separate vote. Junior membership is open to persons 10 - 17 years of age. They may not vote, make motions, or hold office. Junior members may automatically convert to regular membership upon reaching their 18th birthday.

While membership is not restricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. Members who are not residents of the state of Michigan may not hold an office or a seat on the Board of Directors.

Section 2. Dues. Effective January 1, 1997, membership dues shall be \$20.00/Individual; \$30.00/Joint; \$5.00/Junior; per year, payable on or before the 1st day of January of each year. Dues received on or after August 1st of the year, in regard to new memberships only, shall be prorated at half the normal membership dues. No member may vote whose dues are not paid for the current year. One vote per individual, excluding junior membership, thus Joint membership carries two votes. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. In addition, each member and each applicant for membership agrees to abide by any Code of Ethics as prescribed by the Bearded Collie Club of America, which shall be attached to the application. The application shall state the name, address and carry the endorsement of one member in good standing.

Accompanying the application, the prospective member shall submit dues payment for the current year. If the prospective member is a current Newsletter subscriber, accompanying the application, the prospective member shall submit as dues payment the difference between current Newsletter subscription fees and the current membership dues. Applicants shall be required to attend one meeting prior to membership status. All applications are to be filed with the Corresponding Secretary and each applicant's name,

city, registered names of dogs owned and name of endorser will be published in the first edition of the Newsletter following its receipt. At the next club meeting, if no objections are received by the Corresponding Secretary, the application will be voted upon and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect applicant. Applicants for membership who have been rejected by the Club may reapply six (6) months after such rejection.

Section 4. *Member Not in Good Standing.* A member will be considered not in good standing when any debt owed the club for any reason remains unpaid for more than 60 days. Returned insufficient checks, unpaid trophy commitments and unpaid dues are debts to the club. In such case a member is not in good standing due to nonpayment of any debt to the club that member shall not be entitled to vote at any club meeting until such debt is cleared with the Treasurer.

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 Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a 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 grace (i.e. March 1); 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 provided in Article VI of these Bylaws.

Section 6. *Reinstatement for lapsed members.* There will be no reinstatement. Persons so affected must reapply for membership according to Article I, Section 3.

ARTICLE II -- CLUB MEETINGS

Section 1. *Club Meetings.* Club meetings shall be held within the greater Ann Arbor area on the 1st. Wednesday of each month, at such an hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be given by the Corresponding Secretary at least 10 days prior to the date of the meeting. Notice may be given in the Newsletter or by direct mail. The quorum for such meetings shall be 20% 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 Corresponding Secretary (or other Club officer in the Corresponding Secretary's absence) upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall

be held in the greater Ann Arbor area at such a place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (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 mailing of such notice shall be deemed notice served. The quorum for such a special meeting shall be 20% of the members in good standing.

Section 3. *Board Meetings.* Meetings of the Board of Directors shall be held within the greater Ann Arbor area on the 1st. Wednesday of each month, at such an hour and place as may be designated by the Board. Written notice of each such meeting shall be given by the Corresponding Secretary at least five (5) days prior to the date of the meeting. Notice may be given in the Newsletter or by direct mail. The quorum for such a meeting shall be a majority of the Board.

Section 4. *Special Board Meetings.* Special meetings of the Board are closed meetings and may be called by the President; and shall be called by the Corresponding Secretary (or other Club officer in the Corresponding Secretary's absence) upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Ann Arbor area at such a place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed to all officers and Board members by the Corresponding Secretary at least five (5) days and not more than ten (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 mailing of such notice shall be deemed notice served. A 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 Club meeting or election. Proxy voting will not be permitted at any Club meeting or election. In order to vote at the annual election of officers members must have attended at least three (3) meetings in the 12 months directly preceding the annual meeting.

Section 6. *Waiver of notice.* Attendance by a member at any meeting of the Club or of the Board of Directors shall be deemed a waiver of notice by him/her of the time and place of such meeting.

ARTICLE III -- DIRECTORS AND OFFICERS

Section 1. *Board of Directors.*

(a) The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer all of whom shall be members in good standing and all of whom shall be elected for one year terms or until their successors are

elected. No member holding the offices of President or Vice President may serve more than three (3) consecutive terms in the same office; and

(b) Six (6) other persons who are members in good standing shall be elected for a two year term, alternating three elected one year and three elected in the next year.

Election of all officers and directors shall take place at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be subject to the orders of the Club and none of its acts shall conflict with the action taken by the Club. Officers and Directors are expected to attend general club meetings and general board meetings.

Absence from three consecutive general club meetings may result in removal from the Board.

At the May meeting the Board shall present to the membership a proposed annual budget and a proposed Calendar of Events for the ensuing year. Such budget shall project all expected expenses for the forthcoming year for the management of the club. Upon adoption of the annual budget and Calendar of Events by the membership a copy of each shall be made available to the members.

Section 2. *Officers.* The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. The Board shall be subject to the orders of the Club and none of its acts shall conflict with action taken by the Club.

(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. The President shall be ex officio a member of all committees except the Nominating Committee.

(b) The Vice-President shall have the duties and exercise the powers of the President whenever the President shall be absent, unable, or unwilling to act. The Vice-President shall also perform such other duties as shall from time to time be imposed on him/her by the President or the Board of Directors.

(c) The Corresponding Secretary shall 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 and their addresses and carry out such other duties as are prescribed in these bylaws.

(d) The Recording 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. It shall be the duty of the Recording Secretary to keep and maintain a current master copy of the Constitution and Bylaws and all addendum. In addition it shall be the obligation of the Recording Secretary to perform the duties of the office of Corresponding Secretary whenever the Corresponding Secretary shall be absent, unable, or unwilling to act. The Recording Secretary shall also perform such other duties as shall from time to time be imposed on him/her by the President or the Board of Directors.

(e) 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 of 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 monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine.

(f) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of nine (9) persons.

Section 3. 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 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 automatically filled by the Vice-President, and the resulting vacancy of Vice-President shall be filled by the Board.

Section 4. Indemnification. Every Officer and Director of the Club shall be indemnified by the Club against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement, incurred or imposed upon him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which he/she may be party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the Club, whether or not he/she is an Officer or Director at the time such expenses are incurred, except as otherwise prohibited by law ; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Officer or Director seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Officer or Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Club. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled. At least ten (10) days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all Club members thereof. Further, the Board of Directors is authorized to carry Officers and Directors liability insurance covering acts of the Officers and Directors of the Club in such amounts as it shall deem appropriate.

ARTICLE IV -- THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end the 31st 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 in the month of April 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 beginning immediately upon 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 (i.e: conclusion of the May Meeting).

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

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Section 4. *Nominations.* No person may be a candidate in a Club election who has not been nominated. During the month of November, 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 Corresponding Secretary shall immediately notify the committee members 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 January 15th.

(a) During the month of December, members in good standing intending to seek election to a club office may declare their candidacy for that office by informing the Nominating Committee Chairperson of their intent in writing.

(b) Additional nominations of eligible members may be made in writing to the Nominating Committee Chairperson, before January 1st. by any member in good standing and accompanied by the written acceptance of such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position. The Nominating Committee will announce the list of declared candidate's at the January club meeting.

(c) Nominations may be made from the floor at the February club meeting by any member in attendance and in good standing provided the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposing member shall present the Nominating Committee Chairperson a written statement from the candidate signifying willingness to be a candidate.

(d) The Nominating Committee shall nominate one candidate for each office and/or board position remaining without a candidate after the February club meeting. The committee shall secure the consent of each person so nominated.

(e) The Nominating Committee shall confirm the eligibility of all candidates and establish a ballot. The committee shall deliver the ballot to the Corresponding Secretary in writing before February 21st.

(f) Upon receipt of the Nominating Committee's ballot the Corresponding Secretary shall before March 1st. notify each club member in writing of the candidates so nominated.

(g)The Nominating Committee is charged with conducting the election of officers and board members at the Annual Meeting of the club to be held in April. This charge includes the printing, distribution, collection and counting of the ballots.

ARTICLE V -- COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall report to the Board and/or the Club monthly. Special committees may also be appointed by the Board to aid it on particular projects. Committee appointments automatically expire on April 30th of each year unless specifically extended by the Board. All committee records and club properties relating to that committee shall be turned over to the ensuing committee by this time.

Section 2. Any committee appointment may be terminated by a majority vote of the membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Section 3. All committees shall select a Chairman from among the appointees (except the Nominating Committee as per Article IV, Section 4).

ARTICLE VI -- DISCIPLINE

Section 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of the 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 Corresponding 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 Corresponding 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 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 not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding 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 on his/her own defense and bring witnesses if he/she wishes.

Section 3. *Board Hearing.* The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the 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 from the date of the hearing. And, if it deems that punishment 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary 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 the 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of the expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII -- AMENDMENTS

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 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 by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII -- DISSOLUTION

Section 1. *Dissolution.* The Club may be dissolved at any time by the written consent of not less than $2/3$ of the members. In 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 a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLES IX -- ORDER OF BUSINESS

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

Role Call
Minutes of last meeting
Report of President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board (at Annual Meetings only)
Election of new members
Unfinished business
New business
Adjournment

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

Reading of minutes of last meeting
Report of Recording Secretary
Report of Corresponding 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.

Great Lakes Bearded Collie Club, founded April 1996
Constitution and Bylaws - approved August 1996

Revised May 1997 - Article 1, Section 3 – paragraph
Revised October 2006 – Article 4, Section 4

Bearded Collie Club of America

CODE OF ETHICS

By vote of its membership,
the Great Lakes Bearded Collie Club
has agreed to abide by this Code of the National Bearded Collie Club.

(effective August 1996)

The Bearded Collie Club of America, in order to protect, preserve and promote the advancement and proper breeding and showing of the Bearded Collie, as well as ethical practice, does hereby set forth this Code of Ethics.

- 1) All members shall maintain the best possible standards of health and care of their dogs and shall sell only those who are in good health and condition at time of delivery. The breeder shall keep and pass on to the buyer accurate health, breeding and registration records at the time of sale.
- 2) Registration with the American Kennel Club is the responsibility of the breeder. It is recommended that all terms of agreement pertain to sales, leases, whelping, and breeding of dogs be recorded in writing.
- 3) Bearded Collies shall not be sold to pet shops, wholesale dealers, contest sponsors, or to any buyer who the breeder feels will not properly care for the dog.
- 4) All advertising shall be of an honest and forthright nature.
- 5) Good sportsmanship shall be advanced by members at all times.
- 6) All members shall endeavor to help acquaint the public as to the Standard of the breed as adopted by the Bearded Collie Club of America and approved by the American Kennel Club.
- 7) Members shall be held responsible for instructions to handlers and groomers as to the proper grooming of the Bearded Collie so as to conform to the Standard of the breed.
- 8) Disciplinary action against any member for alleged misconduct prejudicial to the best interests of the Club or the breed may be taken by the BCCA.