

2020 AMENDED BYLAWS OF THE DOGUE DE BORDEAUX SOCIETY OF AMERICA, INC.

ARTICLE I – MEMBERSHIP

SECTION 1. TYPES of MEMBERSHIP and ELIGIBILITY

There shall be five types of membership open to all who subscribe to the purposes of the DDBSA, the Code of Ethics, and who are in good standing with The American Kennel Club. These memberships are as follows:

- A. Individual 18 years of age or older. Enjoys all club privileges including the right to vote and hold office.
- B. Household. Open to two adult members residing in the same household, each enjoying all the privileges of the club, including each having one vote. Only one household member may hold office at a time.
- C. Junior. Open to all individuals age 9-17, may convert to Individual membership at the age of 18 upon written notification to the Recording Secretary that they have reached the age of majority. Junior members are not eligible to vote or hold office but may attend club meetings.
- D. Life. Open to any regular member who has rendered significant service to the Club and has been nominated and approved by a 2/3 vote of the membership to be a life member. A life member enjoys all the privileges of the Club voting and holding office. Life members pay no dues.
- E. International. Open to all individuals who are not U.S. residents (or its territories and possession). International members shall be entitled to all club privileges except voting and holding office.

SECTION 2. DUES

The amount of the dues of each membership category shall be determined by a majority vote of the Board of Directors prior to October 1st of each year in order to take effect the following July 1st. In any year when the Board has not acted by October 1st to change the amount, the dues for the current year shall continue in effect for the ensuing year.

Dues are payable on or before January 1st of each year.

No member whose dues are unpaid for the current year may vote. The Recording Secretary shall send to each member a statement of dues for the ensuing year during the month of October. Dues shall not exceed \$85.00 for individual members, \$100.00 for household members, \$25.00 for Junior members, International members will be \$75.00.

SECTION 3. MEMBERSHIP APPLICATION

Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Constitution, Bylaws, Code of Ethics, and the Rules of The American Kennel Club.

The application shall state the name, address, phone number and email address of the applicant and it shall carry the written endorsement of two members in good standing which shall be sent to the Recording Secretary for approval. Accompanying the membership application and signed Code of Ethics, the prospective member shall submit dues payable for the current year.

All new applicants names will be published in the next Slobber and the membership will have 45 days from the date the Slobber was sent out to the membership to submit their input, if any, about the approval of said new applicant(s). All comments shall be sent to the Recording Secretary and postmarked no later than 45 days from the date of publication in writing by U.S. Mail. All comments received shall then be submitted to the Board, at their next monthly meeting for final approval. Applicants may be elected by secret ballot at any meeting of the board of directors or by secret vote of the directors by mail. Affirmative votes of 2/3 of the Board of Directors present at a meeting of the board or of 2/3 of the entire board by mail shall be required to elect the applicant.

An application which has received a negative vote by the Board may be presented by the one of the applicant's endorsers at the next annual meeting of the club and the members may elect such applicant by secret ballot and favorable vote by 75% of the members present and voting. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

In order to be eligible to vote in the next year's election all new members must be approved by December 31st of the previous year.

SECTION 4. TERMINATION OF MEMBERSHIP

Members may be terminated:

- A. By Resignation. Any member in good standing may resign from the club upon written notice to the Recording Secretary; but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid prior to resignation.
- B. By Lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however the Board may grant to a member an additional 30 day grace period in meritorious cases. In no case may a person whose dues are unpaid vote.
- C. By Expulsion. A member may be terminated by expulsion as provided in Article VI, Section 4 of these Bylaws.

ARTICLE II – MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the club shall be held September - November in conjunction with the national specialty show, if possible, at a time, date and place designated by the Board of Directors. Notice of the annual meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the State of New Jersey to each member at least 30 days prior

to the date of the meeting. A quorum for the Annual Meeting shall be 10% of members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS

Special meetings may be called by the Corresponding Secretary or by a majority vote of the members of the Board who are present at a meeting of the board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a written petition signed by 10% of the members in good standing. Such meetings shall be at a time, date and place designated by the Board. Notice of such meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the State of New Jersey 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 the meeting shall be 10% of the members in good standing.

SECTION 3. BOARD MEETINGS

The first meeting of the Board shall be held immediately following the election. Other meetings of the Board of Directors shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or a majority vote of the entire Board. Notice of such meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the State of New Jersey to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be the majority of the board.

SECTION 4. SPECIAL BOARD MEETINGS

Special meetings may be called by the Corresponding Secretary or by a majority vote of the members of the Board present at a meeting of the Board. Such meetings shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or a majority vote of the entire board. Notice of the meeting shall be sent by the Corresponding Secretary in any manner prescribed by the laws of the State of New Jersey to each member of the board at least 7 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 the Special Board Meeting shall be a majority of the Board.

SECTION 5. BOARD BUSINESS

The Board of Directors may conduct business by telephone conference (including disciplinary hearing), or video conference or by any other method permitted by the laws of the State of New Jersey. Items voted upon by any other method other than “in-person” meetings must be confirmed by the Recording Secretary in writing within 7 days.

SECTION 6. MEETINGS

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 board meeting by video conference or teleconference.

Business Voting: Business (voting) will be conducted at meetings, except for Secret Ballots for membership applications which will be mailed to the Recording Secretary postmarked not more than 5 days after the meeting. In order for business to be conducted by email the following procedure must be in place:

1. Every Board member must be provided with the means to participate;
2. A procedure must be in place to verify the identity of the individuals participating to ensure that they are all 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.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS

The Board shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, AKC Delegate, and 5 directors. All of whom shall be members in good standing and who are residents of the United States or its territories and possessions. The Board of Directors shall be elected to serve 2 year terms as provided in ARTICLE IV and shall serve until their successors are elected. No person shall serve more than two consecutive 2 year terms in the office of President. General management of the DDBSA affairs shall be entrusted to the Board of Directors. The President, Recording Secretary, Treasurer, AKC Delegate and two (2) directors shall be elected in years which end in even numbers.

Vice President, Corresponding Secretary, and three directors shall be elected in years which end in odd numbers.

SECTION 2. ELIGIBILITY

No person may be elected to the Board of Directors or Delegate to The American Kennel Club who has not been a member of the DDBSA in good standing for at least three consecutive years immediately prior to the election. Only one person from an individual household may be nominated or serve on the Board of Directors at any one time. Board members shall be residents of the United States of America or its territories and possessions. No person shall hold more than one position at any one time on the Board of Directors. No Board Member shall sit on the Board of another Dogue de Bordeaux breed club conflicting and/or competing with the interest of the DDBSA and/or AKC. Board members may sit on the boards of other AKC breed clubs including local and regional AKC clubs.

SECTION 3. OFFICERS

The club's Officers consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the club and its meeting and the Board and its meetings.

SECTION 4. DUTIES

In addition to the duties listed below, members of the Board shall perform other duties specified in these Bylaws or as assigned

- A. The PRESIDENT shall preside at all meetings of the DDBSA and shall have the duties and powers appurtenant to the office of President in addition to those particularly specified in these Bylaws.
- B. The VICE-PRESIDENT shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- C. The RECORDING SECRETARY shall keep a record of all meetings of the DDBSA, of the Board, of all votes taken by mail, and of all matters which a record shall be ordered by the DDBSA. The Recording Secretary shall also keep a roll of the members of the DDBSA who are in good standing with their addresses, which shall be sent to any member in good standing upon written request those members who opted in to have their name, city and state released, not more than once every club year, and carry out other duties as are specified in these Bylaws. A complete list of member names shall be provided in the February newsletter. Those who give written consent (on their renewal or application) to have contact information posted will also have city and state information included and published in the August newsletter.
- D. The CORRESPONDING SECRETARY shall have charge of the correspondence, notifying members of meetings, notifying new members of their election to membership, and notifying Officers and Directors of their election to office.
- E. The TREASURER shall collect and receive all monies due or belonging to the DDBSA. She/He shall deposit same in a bank approved by the Board in the name of the DDBSA. Her/His books shall at all times be open to the inspection of the Board and he/she shall report to the membership at every meeting the condition of the DDBSA's finances and every item of receipt or payment not before reported. At the Annual Meeting he/she shall render an account of all monies received and expended during the previous year for both the DDBSA and DDBSA Rescue. His/Her report of the previous year shall also be published in the February issue of the Club Newsletter. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- F. The AKC DELEGATE is an elected position for a term of 2 years and is a voting member of the board. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Delegate Meetings.

SECTION 5. TERMINATION OF OFFICE

- A. Any Officer, Board Member, or AKC Delegate may resign his/her position of office upon written notice to the President or Corresponding Secretary and be effective upon receipt of notice and shared with all board members immediately for their acceptance and reflection.
- B. Any vacancy shall be filled according to Article III, Section 6.

SECTION 6. VACANCIES

Any vacancy on the Board during the term of office shall be filled until the next annual election by a majority vote of all the members of the Board; except that a vacancy in the office of President shall be filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV - CLUB YEAR. VOTING, NOMINATIONS, ELECTIONS

SECTION 1. CLUB YEAR

The club's fiscal year shall begin January 1st and end December 31st. The club's official year shall begin immediately at the conclusion of the election and continue through the next election. Elected Officers shall take office on the first day of the month following the election. The results of the election will be announced in the newsletter, by email to the membership, and at the Annual Meeting, if possible. 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 annual or special meetings the voting shall be limited to those members in good standing who are present at the meeting except for the annual election of Officers, Board of Directors and AKC Delegate, amendments to the Constitution, Bylaws and the standard for the breed shall be decided by secret ballot conducted in any manner provided by the laws of the State of New Jersey or 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. ELECTIONS

The election of Officers, Board of Directors and the AKC Delegate shall be conducted by secret ballot in any manner provided for by the laws of the State of New Jersey. Ballots to be valid must be received by the Recording Secretary or independent professional firm designated by the board by June 20th. Ballots shall be counted by 3 inspectors 1 person being a standing Officer and 2 people who are members in good standing with the DDBSA who are not candidates on the ballot and neither members of the current board nor candidates on the ballot. Said inspectors shall be appointed by the Board prior to elections. The Board may designate an independent professional firm to receive and count the ballots apart from the annual meeting.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 6.

SECTION 4. NOMINATIONS AND BALLOTS

No person may be a candidate in the club election who is not in good standing, is in debt to the club, who has an active complaint against the club, or who has not been nominated in accordance with these Bylaws. A nominating committee shall be chosen by the Board before March 1st. The Committee shall consist of three members from different regions of the USA, and two alternates, who are members in good standing no more of one of whom may be a member of the current Board. The Board shall name a chairman to the committee. The nominating committee shall conduct its business by mail, conference call or email.

- A. The nominating committee shall report their selections to the Recording Secretary who in turn shall mail the list, including full name of each candidate and the name of the State in which he/she resides to each member, in writing postmarked on or before April 15th so that additional nominations may be made. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted, and identify the eligible petitioners. committee shall then submit its slate of candidates to the Recording Secretary who shall mail the list to each member including the candidates full name, state of residence, occupation, and a written statement of past service to the club and the value they feel they can bring to the club through the spring newsletter, at least 30 days prior to the date when any additional nominations must be returned, so that additional nominations may be made by the membership if they so desire.
- B. Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked on or before May 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position. If the Recording Secretary is an opposed candidate in the election and the board does not utilize an independent professional firm, the board shall designate another officer or director who is not a candidate in the election to send the final slate to the membership, and receive ballots for tabulation applicable to subsection “4c” and 4d”.
- C. If no valid additional nominations are postmarked on or before May 15th, the Nominating Committee’s slate shall be declared elected and no balloting will be required.
- D. If one or more valid nominations are received postmarked on or before May 15th, the Recording Secretary (or an independent professional firm designated by the board) shall, postmarked on or before June 1st, send to each 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, together with a blank envelope and a return envelope addressed to the Recording Secretary (or designated professional firm) marked “Ballot” and bearing the name of the member to whom it was sent. So that ballots remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the Recording Secretary (or designated professional firm). Ballots must be received by June 20th and counted by June 25th. The inspectors of the election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelopes, which shall certify the

eligibility of the voters as well as the results of the voting, which shall be announced in the newsletters, by email to the membership, and at the Annual Meeting (if possible).

- E. Nominations cannot be made at the annual meeting or in any other manner than provided above.

ARTICLE V – COMMITTEES

SECTION 1.

The Board may appoint standing committees to advance the work of the club. 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 special projects. The committee chair may select additional committee members as necessary but the Board will have final approval of said members.

SECTION 2.

Any committee appointment may be terminated by a majority vote of the entire 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. *SUSPENSION*

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

SECTION 2. *CHARGES*

An individual member may prefer charges against another individual 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 Corresponding Secretary together with a deposit of \$200.00, which shall be forfeited if such charges are not sustained by the board or a board committee following a hearing. Disciplinary hearings may be held via telephone conference call provided there is a bylaw provision which enables the Board to transact business by teleconference. 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 interests of the club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges and the specifications 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 board 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 or board committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. 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 fellow members at the ensuing club meeting which considers the board or board committee's recommendation. Immediately after the board or board committee has reached a decision, its finding shall be put in written form and filed with the Corresponding Secretary. The Corresponding 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 at an annual meeting of the club following a hearing and upon the recommendation of the board or board committee as provided in Section 3 of 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 board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII – AMENDMENTS

SECTION 1.

Amendments to the Constitution and Bylaws or breed standard 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 to the bylaws 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 3 months of the date when the petition was received by the Corresponding Secretary. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2.

The Constitution and Bylaws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope and balloting procedures 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 postmarked, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect such amendment.

SECTION 3.

No Amendments to the Constitution, Bylaws and the standard for the breed by the Association 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 written consent of not less than 2/3 of the members in good standing. In the event of dissolution, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property nor any proceeds nor assets of the club shall be distributed to any members of the club, but after payment of the debts of the club 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 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:

- Roll Call
- Minutes From Last Meeting
- Report of President
- Report of Corresponding Secretary
- Report of Recording Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2.

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

Approval of the Last Meeting's Minutes

Report of Corresponding Secretary

Report of Recording Secretary

Report of Treasurer

Reports from Committees

Unfinished Business

Election of New Members

New Business

Adjournment

SECTION 3.

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 New Jersey State Statutes, these Bylaws, and any special rules of order the club may adopt.