

THE BYLAWS OF THE WORKING BEAUCERON ASSOCIATION, INC.

CONSTITUTION

Article I – Name and Objectives

Section 1. The name of the Association shall be the “Working Beauceron Association, Inc.”, abbreviated as “WBA”, incorporated as a non-profit corporation in the State of Florida.

Section 2. The objectives of the Association shall be:

- (a) To encourage and promote preservation breeding of pure-bred working Beaucerons and to do all possible to bring their natural qualities and working ability to perfection;
- (b) To encourage the organization of regional Beauceron working events in North America under the auspices of the Working Beauceron Association where there are sufficient fanciers of the breed to meet;
- (c) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (AKC), the Canadian Kennel Club (CKC), and the Fédération Cynologique Internationale (FCI) as equal standards of conformation by which the Beauceron shall be judged. In regards to discrepancies between the standards, members and breeders are urged to use their best judgment;
- (d) To further understanding of the diseases, defects, injuries and other ailments that afflict Beaucerons through funding research, encouraging health testing and candidly discussing health concerns amongst each other;
- (e) To provide and disseminate knowledge about the proper care, treatment, breeding, health, development and training of working Beaucerons;
- (f) To conduct sanctioned competitions, specialty evaluations, working trials, tracking tests, herding

trials, training seminars, and other events under the rules and regulations of the hosting organization where applicable;

(g) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at all events and all Association related activities;

(h) To preserve and protect the Beauceron, its heritage and history as a working dog and companion, emphasizing the breed's natural herding ability, mental and physical soundness, courage, reliability and service to mankind; and,

(i) To encourage all members to abide by the guidelines established in the Working Beauceron Association's Breeder and/or Member Code of Ethics.

Section 3. The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

Section 4. The members of the Association shall adopt and may from time to time revise such bylaws in accordance with Article VII as may be required to carry out these objectives.

Section 5. The Association does not intend to, and shall never attempt to, become the National Parent Club of the American Kennel Club.

BYLAWS

Article I - Membership

Section 1. Eligibility. Membership shall be open to all persons who subscribe to the purposes of this Association. There shall be four (4) types of membership:

(a) Individual Membership: Open to persons 18 years of age and older who reside in the United States or Canada. Individual members shall enjoy all privileges of the Association including the right to vote and hold office without remuneration. Members located in Canada may incur mailing surcharges.

(b) Joint Membership: Open to two persons 18 years of age and older who reside in the same household and reside in the United States or Canada. Joint members shall enjoy all privileges of the Association including the right to vote and hold office without remuneration, subject to the provision of **Article III, Section 2**. Each of these two persons will have one electronic vote. Each household shall receive one copy of all Association mailings. Should household status change, membership status will be changed accordingly. Members located in Canada may incur mailing surcharges.

(c) Lifetime Membership: Membership is extended to those members who have been a member of the Working Beauceron Association for a minimum of 20 years, not necessarily consecutive, and who have met the following provisions:

During the course of membership,

- The member must have served as an Officer or Director on the Board of Directors for two (2) years,
- *or* have been a committee chairperson for at least four (4) years,
- *or* have been a member of the Health, Education or Rescue Committee for at least four (4) years,
- *or* chaired a National Championship or Journée du Beauceron,
- *or* provided other documented, extensive meritorious service to the Association for at least ten (10) years.

Any member having met these requirements can be nominated. Nominations should be submitted no later than December 31 of any year, to the Secretary or Membership Secretary of the Working Beauceron Association for membership verification, along with a statement of service to the WBA. Following Board approval, the member shall be notified in writing, as to their membership status. Any member receiving Lifetime membership status shall enjoy all privileges of the Association including the right to

vote and hold office without remuneration. Annual dues are waived for Lifetime Members.

(d) Junior Membership. Open to persons 10-17 years of age who reside in the United States or Canada.

Junior members cannot vote or hold office. A junior member may convert to regular or joint membership upon reaching their 18th birthday. Members located in Canada may incur mailing surcharges.

(e) Foreign Membership. Open to persons who do not reside in the United States or Canada. Foreign members cannot vote or hold office and do not count in the determination of a quorum. Because dues are set to cover the cost of printing and postal expenses, the Board may assess a mailing surcharge to foreign members. Applications are filed with the Secretary but need not require the sponsors or approval process applicable to prospective regular members.

Section 2. Conversion of Membership. Membership may be converted as follows:

(a) Regular Membership. May be converted to one joint membership if two regular members join households or are already in a joined household. At the end of any calendar year, the two regular members shall renew as a joint membership and pay the appropriate amount. No vote shall be needed to convert two regular memberships to one joint membership.

(b) Joint Membership. May be converted to two regular memberships at any time by both or either person completing and sending in a renewal application marked as “regular” membership with the appropriate pro-rated dues for the year. At the end of the calendar year, either or both of the two persons involved must renew as a regular member or drop their membership. No vote shall be needed to convert one joint membership to two regular memberships.

(c) Junior Membership. Membership for all Juniors shall be free. On the Junior Member’s 18th birthday, their membership will automatically convert to a Regular membership. No additional paperwork, vote or fees are required for the balance of the calendar year. The Junior member will be eligible to vote and run for office upon their 18th birthday. At the end of the calendar year, the former Junior member shall renew as a Regular member with the appropriate dues.

(d) Foreign Membership. Upon taking up residence in the US or Canada, foreign members must apply for membership as Regular or Joint members, whichever is applicable. An application must be completed and the entire application process for new members will be followed.

Section 3. Dues. Membership dues shall be set by the Board of Directors by September 15th of each year. Such change may only become effective beginning with the January 1st renewal date following the vote to implement such change. In any year when the Board has not changed the dues by September 15th, the dues from the previous year shall continue in effect. In no case shall membership dues exceed Seventy-Five (\$75) per year per Regular or Foreign membership, or One Hundred (\$125) per year per Joint membership. Dues for Junior membership shall not exceed half that of Regular membership.

(a) During the month of October, the Secretary or Membership Secretary shall send all members a statement of their dues for the ensuing year in the manner provided by **Article II, Section 5**. The dues must be returned to the Secretary or Membership Secretary and received on or before January 1st of the dues year.

(b) No member may vote whose dues are not paid for the current year.

(c) Persons having their membership approved in October, November or December are considered fully paid members for the following year. In the period between their membership approval and January 1, they may exercise all privileges of membership except that of voting.

Section 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant(s) agree(s) to abide by these Constitution, Bylaws, and Code of Ethics of The Working Beauceron Association. The application shall state the name, address, e-mail, phone number, disclosure of prior club associations/disciplines, and occupation of the applicant(s), it shall carry the endorsement of one member in good standing and a signed email consent form accepting member's authorization agreeing to electronic communication for Association meeting notifications, dues notices, minutes, newsletters and announcements. Accompanying the application, the prospective member shall submit dues payment for the current year.

(a) Within thirty (30) days following the submission of application in which the Board has noted initial

receipt of, the applicant will receive a letter granting the applicant all privileges of the Association, provided the Board majority votes yay on their membership and no written objection has been filed with the Membership Secretary or Secretary or no prior disciplinary action by The American Kennel Club or another dog Association has been disclosed or discovered. If an objection is filed by a current member in good standing or prior disciplinary action is disclosed or discovered within thirty (30) days of the application, a hold will be placed on such person's application/election pending expeditious investigation and a report will be submitted within thirty (30) days to the Board of Directors by the Membership Secretary or Secretary, for appropriate action by the Board.

(b) Upon election, members shall be so notified by the Membership Secretary or Secretary.

Each new member shall receive a copy of the current Bylaws, a copy of the Standard of the Beauceron and other appropriate material in the manner provided by **Article II, Section 5**. An applicant who has received a negative vote by the Board may be presented for membership by one of the applicant's endorsers at the next Annual Meeting of the Association. The Association may elect such an applicant by a favorable vote of 75 percent of the members present and voting, provided a quorum as specified in **Article II, Section 1** of these bylaws is present. In the event the application is not approved by the membership at that time, all fees shall be returned to the applicant and the applicant may not reapply for membership within one year from the date of rejection by the membership.

Section 5. Termination of Membership. Memberships may be terminated, with no fees or monies refunded, in the following ways:

(a) By resignation. Any member in good standing may resign from the Association upon written notice e-mailed to the Membership Secretary or Secretary; but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association 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 on February 1st of the calendar year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be

entitled to vote at any Association meeting whose dues are unpaid.

(c) By expulsion. A membership may be terminated by expulsion as provided in **Article VI** of these bylaws.

Section 6. Member in Good Standing. A Member in Good Standing is one whose dues payments are current and who is not currently under disciplinary action by the Working Beauceron Association, The American Kennel Club, or any other animal organization.

Section 7. Membership Roster. A current membership roster will be made available to each member within 60 (sixty) days of the lapse date for memberships. The roster may be sent via email or other electronic means.

Article II - Meetings and Voting

Section 1. Annual Meeting. The annual meeting of the Association shall be open to all Association members and held at a place, date and time designated by a majority vote of the entire Board. The meeting shall be held in conjunction with a Association Journée du Beauceron or sanctioned competition, if possible. Written notice of the annual meeting shall be given to the membership at least thirty (30) days prior to the date of the meeting and in the manner provided by **Article II, Section 5**.

(a) The quorum for the Annual Meeting shall be 15 percent of the members in good standing. (b) All motions voted on during an Annual Meeting shall go into effect no longer than 60 days following the Annual Meeting upon public announcement, in the manner provided by **Article II, Section 5**, of the motions passed to the membership.

Section 2. Special Association Meetings. Special Association meetings may be called by the President, by a majority vote of the Board of Directors, or by the Secretary upon receipt of a petition signed by 25 percent of the Association members who are in good standing. Such petitions shall include a suggestion for a place, date and time designated by the petitioning members. Written notice of such a meeting to each member shall be given at least 14 days and not more than 30 days prior to the date of the meeting and in the manner provided by **Article II, Section 5**. Said notice shall state the purpose of the meeting,

and no other Association business may be transacted thereat.

(a) The quorum for such a meeting shall be 15 percent of the members in good standing. (b) Within forty five (45) days following a Special Association meeting, 25 percent of the members in good standing may petition the Secretary for a vote of the membership regarding any particular motion or motions voted upon. If so petitioned, the Secretary shall poll the membership professional electronic voting system such that the voting be completed within forty-five (45) days of receipt of the petition.

Section 3. Board Meetings. The first meeting of the Board of Directors shall be held in January, after the elected officers and directors take office on January 1st as stated in **Article IV, Section 1**. Meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Board meetings shall be conducted no less than four times per year and are only open to members of the Board of Directors unless otherwise invited by a majority of the Board. Notice of each such meeting shall be provided by the Secretary to each member of the Board at least 14 days prior to the date of the meeting in the manner provided by **Article II, Section 5**. The quorum for such a meeting shall be a majority of the Board voting in person, by e-mail, telephone conference call, or other electronic means accepted by the Board.

Section 4. Board Business. The Board may conduct business in person, e-mail, telephone, conference call, or other electronic means accepted by the Board provided it does not conflict with any other provisions of these bylaws.

Section 5. Notifications. Provided it does not conflict with any other provisions of these Bylaws, the use of electronic communication by the Association is allowed. The Association may send members notification of Association meetings, dues notices, minutes and newsletters and board members notification of board meetings electronically via email or posting to the Association's website provided that the member or board member has signed an authorization agreeing to this method of communication, which is revocable and releases the Association from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Association's control. Notwithstanding the foregoing, the Association may elect to send

members or board members notifications via regular mail. The Association's newsletter may serve as mail and only one newsletter shall be sent to each address.

Section 6. Minutes of the Meetings. The proceedings of these meetings (annual, special, board) shall be recorded, and the minutes published in the manner provided by **Article II, Section 5**. Such minutes shall be in sufficient detail as prescribed by Robert's Rules of Order, Newly Revised, for the membership and those absent from the meetings to understand the current Association issues and shall include the yeas and nays of all votes.

Article III - Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and two (2) Directors at Large all of whom shall be elected for two (2) year terms as provided in Article IV and shall serve thru December 31st of the year their successors are elected. The President, Secretary and the first Director at Large shall be elected at the annual election held in odd numbered years and the Vice President, Treasurer, and the second Director at Large shall be elected at the annual election held in even numbered years. General management of the Association's affairs shall be entrusted to the Board of Directors, who shall always conduct business and vote with the best interests of the breed and entire membership in mind.

Section 2. Qualifications and Term of Office.

- (a) All directors shall be members in good standing, citizens of the United States or Canada and residing in the United States or Canada during their term.
- (b) All directors shall have been members in good standing for a minimum of one (1) full year prior to nomination.
- (c) No member may hold more than one office.
- (d) No more than one member of the same household shall serve simultaneously on the Board.
- (e) No director may serve more than two (2) consecutive terms in any elected position. Upon completion

of two (2) consecutive terms in any position, a minimum period of one (1) calendar year must elapse prior to that member standing for reelection or re-appointment to any position. A term shall include any positions acquired through vacancy of office if the director has served more than one-half of the term plus one day in any and all positions combined. This provision may be waived if there are no volunteers available for officer positions.

Section 3. Officers. The Association's officers, consisting of the President, Vice-President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Association 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 have the right to call meetings, and coordinate officers, committees, and board. In addition, following the election of a new President, the former President shall assume the office of Immediate Past President and sit on the Board for a term no greater than half his or her term as President in a non-voting, advisory capacity only. The Past President, with the approval of the current Board or by invitation from the new President, may participate on the Board of Directors e-list or attend any and all Board meetings with the exception of executive sessions.

(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. This person shall assist the President in any manner in which the President deems necessary.

(c) The Secretary shall keep a record of all meetings of the Association and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Association; have charge of all 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 of the Association with their addresses and phone numbers, and carry out such other duties as are prescribed in these bylaws. A Membership Secretary and/or a Recording Secretary may be appointed by the Board to assist the Secretary in carrying out these duties. These positions are non-voting non-board positions. At all times, the Secretary shall remain responsible for the duties assigned to the Membership Secretary and/or Recording Secretary.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Association. Moneys shall be deposited in a bank approved by the Board, in the name of the Association. 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 Association's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded, at the Association's expense, in such amount as the Board of Directors shall determine.

Section 4. Directors at Large. Directors at Large shall act as spokespersons for the Association members they represent, provide assistance to these Association members and the general public, encourage membership, supply information to the Board and the members of the activities of Beaucerons and their owners, matters of general interest, and issues which can impact the Association or its members.

Section 5. Assistance. One or more persons may be appointed by the Board of Directors to assist the Officers and Directors at Large listed above in the performance of their duties. These will be Executive Committees, solely chaired and overseen by the board member in which the committee serves.

Section 6. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the remainder of the unexpired term by a majority vote of all the then members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board. The membership shall be notified of any such vacancies within fourteen (14) days of the vacancy occurring by either the member stepping down or official communication by the board itself. All vacancies shall be filled by the Board within thirty (30) days and the membership notified in the manner provided by **Article II, Section 5**. If a vacancy occurs during the month of December, the Board shall have an extension of 30 additional days to fill the vacancy with the newly elected Board of Directors.

Section 7. Association Property and Records. All properties and records relating to an office vacated in any manner but not limited to resignation, termination, election or death must be turned over to the

successor of that office by the vacating Officer, his/her heirs, extended family, or executor within thirty (30) days of that office being vacated. Failure to do so may result in legal action to be taken by the Association.

Section 8. Committee Oversight. Each member of the Board shall have oversight of one or more committees, as assigned by the Board. The Board member shall report to the rest of the Board on the activities of the committees of which she or he has oversight.

Article IV - The Association Year, Annual Meeting, Elections

Section 1. Association Year. The Association's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Association's official year shall begin on the 1st day of January and shall continue thru the 31st day of December. The elected officers and directors shall take office on the 1st of January and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by January 31st.

Section 2. Voting. At the meetings of the Association, voting shall be limited to those members in good standing who are present at the meeting in person, except for the annual election of officers and directors and amendments to the constitution, bylaws and code of ethics which shall be decided by electronic ballot of the entire membership cast by professional electronic voting system. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by electronic ballot submission.

Section 3. Annual Election. For the election of officers and directors, the vote shall be conducted by anonymous electronic ballot. Ballots must be completed electronically before the election closure date of December 20th. Ballots shall be counted digitally using a 3rd party electronic ballot voting system and the results will be available to the membership within one calendar day of the election closure. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. If any nominee 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 an Association election who had

not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors on or before June 15th. The committee shall consist of five (5) members, all members in good standing, no more than one of whom shall be a member of the current Board of Directors with the exception of the President who shall not serve on the Nominating Committee. Each member shall be chosen from various locations in North America similar in distribution to the geographic distribution of the membership. At least one (1) will be chosen from Canada.

No more than one member of the same household shall serve simultaneously on the Nominating Committee. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, telephone, email, or other electronic means.

(a) The Nominating Committee shall nominate from among the eligible members of the Association, one (1) eligible candidate for each vacant office and for each position on the Board of Directors scheduled to be filled in the upcoming election and shall procure the acceptance and resume of each nominee so chosen. Each candidate for each Director at Large position must be a member in good standing. The committee shall submit its slate of candidates and their resumes to the Secretary by August 1st. Should the committee not agree on all candidates to submit, the committee may submit an open slate lacking candidates, if they so choose. The Secretary shall send a list to each member that includes the candidates' full name, state of residence and occupation on or before August 15th in the manner provided by **Article II, Section 5**, so that additional nominations may be made by the membership, if they desire.

(b) Nominations of eligible members may be made by written petition addressed to the Secretary with the original petitions being received at his/her board e-mail address on or before October 1st, signed by three (3) members in good standing and accompanied by the written acceptance of each such nominee signifying his/her willingness to be a candidate and a resume of each nominee. Only members in good standing can hold office or be candidates for office. No person shall be a candidate for more than one (1) position. In the situation of a board member's consideration for a different position within the Association, a Resign to Run provision will be enacted; the board member must resign their current position in order to be considered a candidate for another position.

- (c) If no valid additional nominations are received by the Secretary, and there is only one nominee for each open position, the Nominating Committee's slate shall be declared elected and no balloting will be required. The Secretary shall compile the list of candidates, including the full name of each candidate, the name of the state in which the candidate resides, and the resume of each candidate to each member of the Association in the manner provided by **Article II, Section 5**, and declare the slate elected.
- (d) If one or more position has more than one nominee, the Secretary (or an independent professional firm designated by the Board) shall, on or before November 15th, deliver to each member in good standing an electronic ballot listing all of the nominees in alphabetical order with the names of the states in which they reside, and the resume of each nominee. For electronic ballots, all voting shall be conducted by a professional electronic voting firm as to ensure the integrity of the elections. The electronic voting firm shall check the votes against the list of members whose dues are paid for the current year and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced in the manner provided by **Article II, Section 5**.
- (e) Nominations cannot be made in any manner other than as provided above.

Article V - Committees

Section 1. The Board may appoint standing committees to advance the work of the Association in such matters as protection trials/seminars, herding trials, training seminars, tracking tests, trophies, membership, fundraising, rescue, other events and Association related activities which may well be served by committees. Special committees may also be appointed by the Board to aid particular projects. Such committees shall always be subject to the final authority of the Board. The membership shall be notified of any such committee appointments within sixty (60) days in the manner provided by **Article II, Section 5**.

Section 2. Each committee shall have a Board Member to whom it reports and who is responsible for oversight of the committee and for reporting on the activities of the committee to the Board. This Board

Member cannot be the committee chair, but is simply a liaison to and from the Board. Each committee shall annually submit a budget to the Board of Directors for approval. Expenditures beyond those approved in the budget must be approved by the Board before those expenditures may be made.

Section 3. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon notice to the appointee in the manner provided by **Article II, Section 5**; and the Board may appoint successors to those persons whose services have been terminated.

Section 4. The delegate to any other organization may, but need not be, a Director or Officer of the Association, but shall be a member of the Working Beauceron Association, and be appointed by the Board of Directors to serve a term of two years or until a successor is approved by the delegating organization, and shall take charge of his/her office in the manner prescribed by the Board of Directors and by the delegating organization. The duties of the Delegate shall be to attend the quarterly meetings whenever possible and to report the results of these meetings to the Board of Directors.

Article VI - Discipline

Section 1. Affiliated Club Suspension. Any member who is suspended from all or any of the privileges of directly affiliated performance, working or breeding clubs automatically shall be suspended from the privileges of this Association for a like period and imposed like penalties. In addition, if an affiliated club makes a direct complaint to the WBA about a member's conduct at any events or other circumstances, the Board will investigate the complaint with expeditious seriousness and resolve the matter within fourteen (14) days after receipt of the complaint. Resolution may include but is not limited to punishment, suspension or termination of the member's privileges within the Association.

Section 2. Charges.

(a) Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a board meeting, and the Board shall first

consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association or the breed, 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 or a committee of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by email with a read receipt engaged 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.

(b) No ex-member of the WBA who resigned from membership while charges were either in the process of being filed, or having been filed alleging misconduct and/or violations of our bylaws, or having been found guilty of a charge made against him/her and then having his/her membership lapsed at the end of the first year or having resigned before the end of the fiscal year during which charges were entertained may reapply for membership for a minimum period of three (3) years following the resignation or lapsing.

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 either reprimand, reprimand and fine, fine, fine and suspend or suspend the defendant from all privileges of the Association for not more than six (6) months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. And, if it deems that punishment insufficient, it may also 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 his/her fellow members at the ensuing Association meeting, which considers the recommendation of the Board or board committee. If any member involved in the charges is either an elected Board member or chairperson of a standing committee, that person may not participate in nor vote upon any action involving that charge. If such charges are brought and upheld against a Board member, such Board member shall immediately be removed from office and the vacant

position shall be filled as provided for in **Article III, Section 6**.

Immediately after the Board or board committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion from the Association may be made following a hearing and at the recommendation of the Board or board committee as outlined in **Article VI, Section 3**, during an executive meeting between Board members. The defendant shall have the privilege of appearing on his/her 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 on his/her own behalf if he/she so wishes. The Board or Board committee members shall then vote 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 suspension shall stand.

- (a) An Appeal of Expulsion of a member from the Association may be accomplished only at the annual meeting of the Association following a written petition by 25% of the membership, sent to the Membership Secretary or Secretary no later than thirty (30) days following the Expulsion. The Board will then temporarily reverse the expulsion decision to a suspension of privileges for the defendant until the annual meeting occurs. $\frac{2}{3}$ vote of the membership in attendance is needed to overturn the expulsion permanently for this complaint.
- (b) Members are only granted one opportunity at an Appeal of Expulsion for a first offense. Any subsequent offenses complaints that result in expulsions will not be granted the option of an appeal.

Section 5. Discipline of Officers. Any Officer whose conduct, action or inaction in office is deemed injurious to the best interests of the Association may, by a vote of a 2/3 majority of the Board, be suspended from the rights and privileges of that office, at a Board meeting held for that purpose. A petition signed and sent to the Board by no less than 2/3 of the membership in good standing may compel the Board to suspend the rights and privileges of the office of any Officer whose conduct, action or inaction in office is deemed injurious to the best interests of the Association. At the time suspension is

sought, the entire membership must be informed by the Secretary, or by some other officer if the action is against the Secretary, of the action being taken and the charges on which it is based. No Officer may be suspended unless the charges preferred against him/her have been sent to him/her by official means at least ten (10) days prior to the meeting where the charges are to be heard and he/she is given an opportunity to appear in his/her own defense and bring witnesses, if he/she deems it necessary. Failure to appear to answer charges, except for good cause as determined by the Board, shall constitute an automatic removal from office, and all records pertinent to the office must be returned to the Secretary, or to the President if the Secretary is involved, within ten (10) days. Such suspension or removal by the Board may be overturned by the general membership if twenty five (25) percent of the voting members in good standing request an official vote. A simple majority (greater than fifty percent) of the members in good standing voting to overturn the Board suspension or removal will reinstate the Officer. Any officer who is expelled will automatically cease to be a Director and will not be privy to any further Board activity.

Section 6. Discipline of Code of Ethics Breeders. Any Working Beauceron Association Member breeder who has agreed to and signed the Working Beauceron Association “Breeder Code of Ethics” is to be held accountable following the rules and processes stated in **Sections 1-4 of this Article VI.**

Article VII - Amendments

Section 1. Amendments to the constitution and bylaws or code of ethics may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by no less than 20 percent of the membership in good standing.

Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within sixty (60) days of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws and/or code of ethics may be amended at any time, provided a copy of the proposed amendment has been delivered by the Secretary to each member in good standing, accompanied by a means to vote on which a choice for or against the action to be taken shall be

indicated. Voting procedures described in **Article IV Section 4 (d)** shall be followed in handling such ballots to ensure secrecy of the vote.

(a) The favorable vote of 2/3 of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the constitution and bylaws.

(b) The favorable vote of 2/3 of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the code of ethics.

Section 3. No amendment to the constitution and bylaws and/or code of ethics that have been passed by the membership shall become effective until it has been announced in writing by the Working Beauceron Association within 60 days of the termination of voting.

Article VIII - Years of Incorporation

Section 1. During the first years of incorporation, the Board of Directors may extend term limits and/or assume a maximum of 2 positions each on the Board of Directors in order to fulfill all the duties required to run the Association. Term limit extensions and the assumptions of multiple offices must be passed by a simple majority vote of the Board.

Section 2. The provisions for the first years of incorporation shall be terminated should the Association be active for more than 5 years or should membership totals exceed 40 active members, whichever comes first.

Article IX - Dissolution

Section 1. The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Association, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association its property and assets shall be given to a charitable organization for the benefit of working dogs. The organization will be

selected by the Board of Directors.

Article X – Order of Business

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

Roll Call

Reading of minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers

Election of New Members

Unfinished Business

New Business

Adjournment

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

Roll Call

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Election of New Members

Unfinished Business

New Business

Adjournment

Article XI - Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association 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 Association may adopt.

ADOPTED: 5 February 2022

REVISED: 29 February 2024