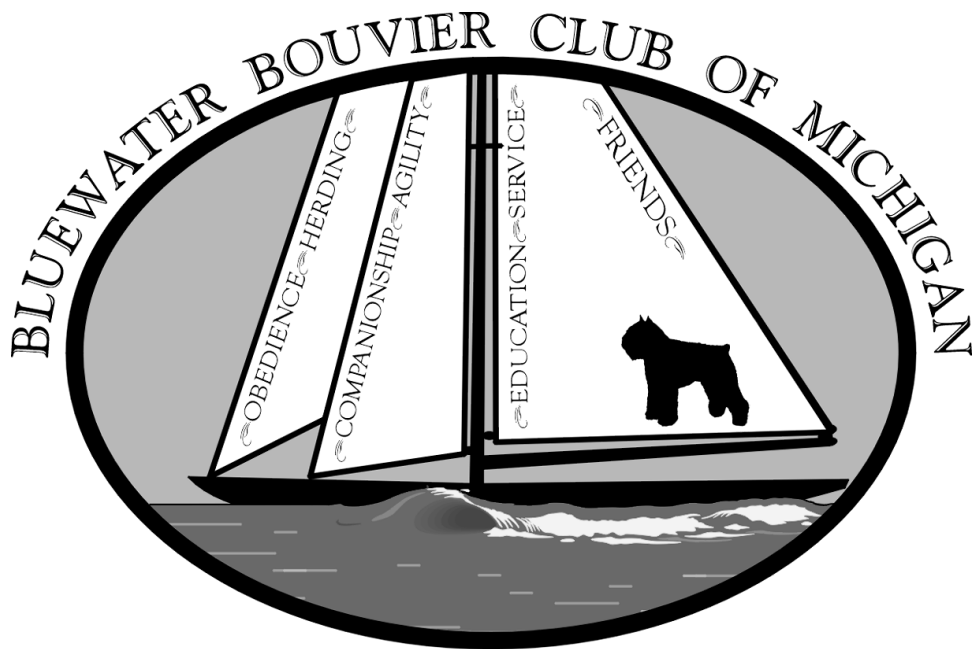


Mission Statement Bylaws & Constitution of



October 2007

Bluewater Bouvier Club of Michigan

Founded: November 13, 2001
Constitution and By Laws adopted: August, 2003

Mission Statement

The **Bluewater Bouvier des Flanders Club** shall exist

To encourage and promote the development of the Bouvier des Flandres breed as a versatile dog, balanced in both natural abilities and in conformation,

To encourage breeders to adhere strictly to the standards set by The United Kennel Club and The American Kennel Club, and to foster only the most responsible breeding practices among its members,

To insist that member breeders consider all genetic disturbances in our breed and actively work to eliminate them in the dogs they breed,

To encourage sportsmanlike conduct, benevolent comradely, and friendly support among all members and to everyone in the breed,

To conduct sanctioned and licensed title events, obedience trials, and specialty shows according to the rules of The United Kennel Club and The American Kennel Club.

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CONSTITUTION

ARTICLE I: Name and Objects

SECTION 1. The name of the Club shall be Bluewater Bouvier Club of Michigan.

SECTION 2. The territory of the club shall include the Michigan counties of Macomb, Oakland, St. Clair, and Lapeer in the lower thumb or 'Bluewater' area (hereafter referred to as the *Bluewater Area*).

SECTION 3. The objects of the Club are reflected in its Mission Statement. They shall be:

- (a) to further the advancement of purebred dogs, specifically the Bouvier
- (b) to do all in its power to protect and advance the versatility of purebred dogs, specifically the Bouvier and to encourage sportsmanlike competition at all shows, tests, and events.
- (c) to conduct Canine Good Citizen Tests, sanctioned agility, herding, obedience, and conformation events under the rules of The United Kennel Club and The American Kennel Club.

SECTION 4. 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 member or individual.

SECTION 5. 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.

BY LAWS

ARTICLE I: Membership

SECTION 1. ***Eligibility.*** There shall be three types of membership available to those individuals and families that own a Bouvier (regular, associate and junior). Regular membership is open to all persons eighteen years of age and older who are in good standing with The United Kennel Club and The American Kennel Club, who subscribe to the purposes of this Club, and who reside within our four(4)-county area. Associate members have the same requirements, but are not required to reside in the club's area and are not entitled to vote or hold office. Junior membership is open to those under eighteen years of age and does not carry voting privileges.

While membership is to be unrestricted as to residence, the Club's primary purpose is to provide networking for and be representative of Bouvier owners and friends in the Bluewater area comprised of the counties listed in Article I. Section 2.

SECTION 2. ***Dues.*** Membership dues shall be \$15 per person (effective Jan. 2008), payable on or before the 1st day of January of each year. Dues may be changed at a membership meeting with a majority vote of those present and entitled to vote. No member may vote whose dues are not paid for the current year. Membership will be considered lapsed if dues are delinquent as of March 15th. Dues will be pro-rated for the year for those joining after June 1st.

SECTION 3. ***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 agrees to abide by these constitution and bylaws, the mission statement of the club, and the rules of The United Kennel Club and The American Kennel Club. The application shall state the name, address and Bouvier experience and interests of the applicant. Accompanying the application the prospective member shall submit dues payment for the current year.

Applications are to be filed with the Treasurer and each application is to be read at the first meeting of the Club following its receipt. The application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to confirm the applicant.

SECTION 4. ***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 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 if dues remain unpaid after the first day of year, however. In no case may a person be entitled to voting or other membership privileges at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these by laws.

ARTICLE II: Meetings and Voting

SECTION 1. ***Club Meetings.*** Meetings of the Club shall be held each month within the Bluewater club area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 5 days by electronic mail, 7 days by postal mail prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the regular 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 Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in within the Club's area at such 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 Secretary at least 3 days by electronic mail, 5 days by postal mail 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 at this meeting. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. ***Board Meetings.*** Meetings of the Board of Directors shall be held within the Bluewater club area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or sent electronically by the Secretary at least 5 days prior to the date of the meeting, board meetings shall also be permissible electronically, provided every officer and board member has the capability to participate in such a forum. The quorum for such a meeting shall be a majority of the Board, and the minutes of such meetings shall be shared with the membership at the next regular meeting.

SECTION 4. ***Special Board Meetings.*** Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the Club's area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent electronically or mailed by postal mail by the Secretary at least 3 days and not more than 5 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. 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 meeting of the Club at which he is present. Proxy voting will not be permitted at any club meeting or election. An abstention on any matter shall be counted as a vote in the affirmative, as it is not a vote against the issue. Any member whose dues have lapsed is not a member in good standing and may not vote.

ARTICLE III: Directors and Officers

SECTION 1. ***Board of Directors.*** The Board shall be comprised of the officers (5) and two other persons all of whom shall be members in good standing and of whom shall be elected for one-year terms 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.

SECTION 2. ***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 meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity, and shall oversee all committees.
- (c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters for which a record shall be ordered by the Club, maintaining archives of club documents as directed by the Board.
- (d) 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, and carry out such other duties as are prescribed in these bylaws. Notification duties may, from time to time, be assigned to other members at the Board's approval.

- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall keep a roster of all members of the Club with their addresses and dues status. Moneys shall be deposited in a bank designated by the Board. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and a summary of receipts and payments for the period. At the January meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. An audit of the Club's books shall be conducted upon a change of Treasurers and periodically as determined by the Board.

SECTION 3. **Vacancies.** Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the then members of the Board present at the next meeting following the creation of such vacancy. A vacancy in the office of President shall be filled automatically by the Vice President and the Board shall fill the resulting vacancy in the office of Vice President.

ARTICLE IV: The Club Year, Annual Meeting, Elections

SECTION 1. **Club Year.** The Club's fiscal year shall begin on the first day of January and end on the last 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 November 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 at the beginning of the Club year in January and each retiring officer shall turn over to the successor in office all properties and records relating to that office prior to the end of the current year.

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.

SECTION 4. **Nominations.** No person may be a candidate in a Club election who has not been nominated.

- (a) A nominating committee, appointed by the Board, consisting of three persons including one board member, shall notify the membership in writing of the list of candidates, one for each office and board position, prior to the November meeting.
- (b) At the November meeting members may nominate additional candidates from the floor for each office and for positions on the Board, having secured the consent of each person so nominated. The nominator shall present to the Secretary a written statement from any proposed candidate not present, signifying willingness to be a candidate.
- (c) Nominations cannot be made in any manner other than as provided in this Section.

ARTICLE V: Committees

SECTION 1. The Board may each year appoint **Standing Committees** to advance the work of the Club in such matters as dog shows and events, trophies, ways and means, publications, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.

SECTION 2. The Board shall, from time to time, appoint **Special Committees**, considered temporary, to work on specific Club projects. Upon completion of their assigned task they will cease to exist.

SECTION 3. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

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 this Club for a like period.

SECTION 2. **Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 that shall be forfeited if, following a hearing, such charges are not sustained by the Board. 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 club. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club it may refuse to entertain jurisdiction.** If the Board does entertain jurisdiction of the charges it shall fix a date of a hearing not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of the entire Board, 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 fellow members to speak on his behalf at the ensuing Club meeting which considers the Board's recommendation. The 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 a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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 so wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those members 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 by laws may be proposed by a Board-appointed By Laws Committee or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board for a vote within one month of the date when the Secretary received the petition.

SECTION 2. The constitution and bylaws may be amended by a vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been presented to the membership in writing at least one week prior to the date of the meeting.

ARTICLE VIII: Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the 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.

ARTICLE IX: Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows: Sign In, Minutes of last meeting, Report of officers, Reports of committees, Election of officers and Board (at annual meeting), Election of new members, Unfinished business, New business, Adjournment.

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows: Reading of minutes of last board meeting, Report of officers, 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.