

California Brittany Club, Inc.

CONSTITUTION and BYLAWS

Amended May 26, 2019

ARTICLE I - NAME

This organization shall be known as the California Brittany Club, Inc. (Club), a member club of the American Brittany Club, Inc., and shall abide by the rules and regulations of the American Kennel Club, Inc.

ARTICLE II - MISSION

The object and purpose of this club shall be to promote cooperation and friendship among the owners and breeders of the Brittany and to encourage higher standards in breeding, training, and performance of the Brittany in field, show and other dog sports; to discourage the breed from becoming split into groups of "field dogs" and "bench dogs" and to strive to keep it forever a "dual dog".

ARTICLE III - ORGANIZATION

SECTION 1. The Club shall incorporate as a non-profit organization and maintain its incorporation in the State of California. The Board of Directors (Board) shall be responsible for registering the name of the California Brittany Club, Inc., with the proper authorities and resisting the unauthorized use of the name.

SECTION 2. This 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 3. The registered office will be maintained in California with the same address as the registered agent.

ARTICLE IV - MANAGEMENT

SECTION 1. The elected officers of this Club shall consist of President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. The office of Secretary and Treasurer may be combined and held by one person, but the offices will be elected separately.

SECTION 2. The management of the business, prudential concerns of this Club shall be vested in a board of directors of not less than five elected members. The Board of Directors (Board) shall consist of President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and past presidents of the Club, provided they are still active members of the Club. It shall be the duty of the Board to conduct the business of the club between general membership meetings.

ARTICLE V - MEMBERSHIP

SECTION 1. The memberships in this Club shall consist of the following classes:

- A. Active Membership:** An active member shall be either the owner of a registered Brittany or any person interested in the improvement of the breed. They must be in good standing with the American Brittany Club and the American Kennel Club.
- B. Associate Membership:** Any person interested in the improvement of the breed may become an associate member if another member of their family is an active member. They will not have privilege of holding office in the regional or parent Club but may vote in his regional Club and may be appointed on committees.
- C. Life Membership:** Life membership may be conferred upon any person who has rendered notable service to the Brittany breed by a majority vote of the members present at any regular meeting of the Club, acting on a petition signed by at least 10 active members. Life membership does not carry with it any obligation of duties or dues. Those persons upon whom Honorary Memberships have been conferred pursuant to bylaw provisions previously in effect shall be Life members.

SECTION 2. Suspension of Membership:

- A.** The Board shall have the authority to suspend or expel any member by a 2/3rds majority vote for a period of not less than 6 months and not to exceed 5 years.
- B.** Any member suspended more than three times shall not be eligible for reinstatement.

SECTION 3. Termination of Membership: Membership in this Club may be terminated as follows:

- A.** By resignation tendered in writing to the Secretary.
- B.** By voluntary resignation for failure to pay membership dues.
- C.** By acts deemed by the Board to be harmful to the Club or to the breed of the Brittany are grounds for irrevocable termination.

SECTION 4. Reinstatement of Membership: A former member, wishing to be reinstated, must present their application, which must be handled in the same manner as a new candidate.

SECTION 5. Geographic Territory: While membership is to be unrestricted as to residence, the Club's primary purpose is to be a representative of and give assistance to the breeders and exhibitors in its own territory; specifically, bordered by a line drawn east and west from California- Nevada Border through Fresno to Pacific Ocean, thence south along Coastline to Mexican Border, thence east along California-Mexico Border to junction of Arizona Border, thence north along said Border to point of origin.

SECTION 6. Dues: Dues for all membership classes shall be equal to an amount in accordance with the ABC policy notebook. Failure to pay annual dues forfeits all rights and membership.

ARTICLE VI - MEETINGS

SECTION 1. Notice of Meetings and Means of Communication:

- A.** All members of this Club shall be notified at least 10 days in advance of each regular or special meeting of the Club.
- B.** Notification shall be made by email to all members.

SECTION 2. Regular Meetings: Regular board meetings shall be held four times per year, and regular general membership meetings shall be held twice per year, within the geographic territory of the California Brittany Club, Inc.; the time and place to be selected by the President.

SECTION 3. Special Meetings: Special meetings may be called by the President, or at the request of a majority of the Board, or by a petition signed by at least 15 active members.

SECTION 4. Electronic Meetings: The President may conduct any meeting of the Board, and any committee Chairperson may conduct any committee meeting via electronic meeting by means of a teleconference, video conference, or similar communications equipment allowing all person to hear and speak to each other at the same time. Such participation shall constitute presence in person at such meetings.

SECTION 5. Participation: The Club does not provide any equipment necessary to be present or participate in any meeting.

SECTION 6. Quorum: At all regular and special meetings of the Board, presence of 5 active Board members shall constitute a quorum, and a majority vote shall be sufficient. At all regular and special meetings of the general membership, presence of 7 members in good standing shall constitute a quorum and a majority vote shall be sufficient.

SECTION 7. Voting: Each Active, Associate, and Life member in good standing shall be entitled to one vote at each regular or special meeting of the Club. Alternatively, voting may be held electronically for general or for specific purposes.

SECTION 8. Conduct

- A. The Board shall exhibit and encourage a high level of decorum.
- B. The order of business at meetings shall be: Reading of minutes, Treasurer's report, Secretary's report, Committee reports, unfinished business, new business, and adjourn.
- C. The Club and Board may use Robert's Rules of Order as a guide in all cases to which they may be applicable and are not inconsistent with this Constitution and the Bylaws.

ARTICLE VII - ELECTION OF OFFICERS

SECTION 1. Nominations:

- A. The President shall appoint a Nominating Committee of 3 members. The names of the nominating committee shall be communicated to the general membership in a timely manner via approved methods. The immediate Past President, if agreeable, should be a member of the Committee.
- B. At the general meeting, the Nominating Committee shall place in nomination the name of one member in good standing for each of the 6 elective offices. At this time, any member in good standing may place in nomination the name of any other member in good standing for any of the elective offices.
- C. The Nominating Committee's slate of officers shall be communicated to the general membership at least 10 days prior to the general meeting.
- D. The Nominating Committee shall obtain written consent of each nominee to serve if elected. Nominations made from the floor must be acknowledged by a written consent of the nominee acknowledging their willingness to serve if elected prior to ballot preparation.
- E. At the adjournment of the general membership meeting, nominations will be closed.

SECTION 2. Elections:

- A.** If nominations are not made from the floor at the general membership meeting, the slate of officers is decided and final; therefore, no further action such as a ballot or voting is required.
- B.** If voting is required, the Nominating Committee shall submit a ballot via electronic voting means or mail for those who opt out of electronic voting not later than June 10th, to each member in good standing. Responses must be closed out and received no later than June 20th to the California Brittany Club, c/o Chairperson of the Nominating Committee's address. The ballot shall list the 6 names selected by the Nominating Committee for said offices and shall list any other names of nominees selected by the members. No provision shall be made for write-in candidates. The ballot shall clearly state that "Voter shall vote for 6 only." Any ballot postmarked later than the closing time and date, as shown on the printed ballot, or any ballot voting for a write-in candidate, shall be declared VOID and not counted.
- C.** The ballots are to be counted by at least 2 of the 3 Nominating Committee members within 5 days of the closing date. The candidate receiving the most votes for each office shall determine the result of the election. In the event of a tie, choice shall be determined by the tied candidates drawing lots, in any manner agreeable to both candidates.

SECTION 3. The President shall announce the final result of the Officers Election no later than November 1st.

SECTION 4. Each office shall be for a two-year offset term for continuity. Year one – President, 2st VP, and Treasurer; Year two – 1st VP, 3rd VP, and Secretary or until a successor has been elected and installed. Any officer is eligible for re-election. Terms of office will be July 1 through June 30.

SECTION 5. In the event of a vacancy in the office of President, the First Vice President shall succeed to the office. The Second Vice President shall then succeed to the office of First Vice President. Any vacancy in the other offices shall be filled by a majority vote of the Board.

SECTION 6. No member shall be nominated for, nor elected to, an elective office, nor as a member of any committee, nor as a delegate, unless their dues have been paid for the current year and is an active member of this Club who regularly participates in Club activities. Associate members, however may be eligible to hold office by special permission of the Board; said term to be limited to one year. No individual shall hold two or more officer or board positions concurrently.

ARTICLE VIII - DUTIES OF OFFICERS

SECTION 1. President: The President shall preside at all meetings and enforce all rules and regulations of the Club, issue cash withdrawal authorizations, and, shall supervise the work and activities of the Club. The President shall make a general report of such at the last regular meeting of the calendar year. The President shall act as Chairperson of the Board and preside at all Board Meetings.

SECTION 2. First Vice President: The First Vice President shall perform the duties of the President in case of absence or resignation of that officer. First Vice President shall discharge the duties of the chair when called upon to do so by the President. In addition, the First Vice President shall be responsible for the management of the CBC field events (including the field trials and hunting tests).

SECTION 3. Second Vice President: The Second Vice President shall perform the duties of the First Vice President during the absence of that officer. In addition, the Second Vice President shall be responsible for the management of the Club's specialty show, obedience, agility, and rally events.

SECTION 4. Third Vice President: The duties of the Third Vice President shall be the same as that of the Second Vice President. The Third Vice President shall perform the duties of the Second Vice President during the absence of that officer. In addition, the Third Vice President shall be responsible for the management of the Club Championship, Willi Match and the Awards Banquet.

SECTION 5. Secretary: The Secretary shall keep a complete record of the proceeding of all meetings of the Club and of the Board, and a record of all other matters in which a record shall be deemed advisable, in books or files to be provided for that purpose and shall submit such records at the following meeting. The Secretary shall conduct all official correspondence of the Club and shall issue all proper notices relating to the Club.

SECTION 6. Treasurer: The Treasurer shall keep the financial accounts of the Club. The Treasurer shall pay bills when authorized by the Board, receive all monies paid to the Club, and deposit same in the name of the Club into a bank selected by the Board. The Treasurer shall, at each Board Meeting, make a complete statement of all monies received and disbursed and shall state the financial condition of the Club. The Treasurer's books and vouchers shall be available for audit at any time at the request of the Board. The Treasurer shall also act as Treasurer to all committees. The Treasurer shall be eligible for a surety bond in an amount to be determined by the Board.

ARTICLE IX - COMMITTEES AND APPOINTMENTS

SECTION 1. It shall be the duty of the Club President to appoint chairpersons that are to serve during their term of office for all committees; these chairpersons to select the other members of their committees. The President shall be an ex-officio member of all committees.

SECTION 2. The President and Secretary shall be immediately informed of changes of the personnel of any committee.

SECTION 3. Unless otherwise provided for, all committee chairmanships shall be terminated at the end of the calendar year.

ARTICLE X - FINANCE

SECTION 1. The Club's fiscal year is January 1 through December 31.

SECTION 2. Funds for meeting the expenses of the Club shall be raised by the annual dues fundraisers, and contributions, and shall be disbursed by the order or action of the Board or by the order of the membership at large.

SECTION 3. Cash withdrawals of more than \$200.00 cannot be made from the Club's funds for any one item, except with a majority vote of the Board or by order of the membership at large. All checks for Club expenses shall be signed by the Club Treasurer [or additional signer](#).

SECTION 4. The Board may grant permission for the Treasurer to pay items in excess of \$200.00, which are considered regular expenses of the Club, such as field trial expenses, without obtaining permission from the Board for each such expense.

SECTION 5. It shall be the duty of the Board to determine the bonds to be required of all persons, in addition to the Treasurer, who handle funds of the Club; to designate the bonding company; to designate those officers and members to be covered by bond. The Club shall be obligated to pay the cost of bonds procured.

ARTICLE XI - DISSOLUTION

SECTION 1. This Club shall not be dissolved while there are 10 dissenting active members in good standing and may continue to exist and operate with less than 10 active members so long as the Club is functioning and active.

SECTION 2. Should this Club dissolve, whether voluntary or by process of law, all monies or property of the Club shall be donated to an ABC member club, as designated by the members of the Club, after all bills owed by the Club have been paid.

ARTICLE XII - AMENDMENTS

These articles may be amended, and new articles added by a majority vote of the members present at any regular general membership meeting of the Club or any special general membership meeting of the Club called for that purpose after 10 days' notice has been given by electronic mail (postal service available to individual members upon request of that member) to all members of the Club.