

CONSTITUTION AND BYLAWS OF
AMERICAN BELGIAN LAEKENOIS ASSOCIATION, INC.

ARTICLE I - NAME AND OBJECT

1. The name of the Association shall be the AMERICAN BELGIAN LAEKENOIS ASSOCIATION, INC.

2. The objects and purposes of the Association shall be:

A. To encourage and promote quality in the breeding of a better and finer purebred Belgian Laekenois and to do all possible to bring their natural qualities to perfection;

B. To encourage the organization of independent local Belgian Laekenois specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;

C. To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Belgian Laekenois shall be judged;

D. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, herding trials, tracking trials, agility trials, and all other events;

E. To conduct sanctioned matches, specialty shows, obedience trials, tracking tests, agility trials and other events under the rules of The American Kennel Club.

F. To educate, promote and make known to the public the high standard of excellence of The American Kennel Club registered Belgian Laekenois;

G. To educate, promote and obtain research and knowledge with respect to the genetic background and health status of the Belgian Laekenois.

3. To accomplish the above purposes and objects, the Association shall have the power:

A. To purchase, rent or lease property for its activities, and for the maintenance of meeting places, etc.

B. To acquire and hold by purchase or gift such personal and real property as may be necessary to carry out said objects and subscriptions and donations, all as provided in the within Constitution and Bylaws.

C. To enter into contracts for rent or other services as shall be necessary to carry

out the objectives of the Association.

4. This Association shall be conducted and operated not for profit and no part of any profits or remainder or residue from dues or donation to the Association shall inure to the benefit of any member or individual.

5. The members of this Association shall adopt, and may from time to time, revise these Bylaws as may be required to carry out these objectives.

ARTICLE II - MEMBERSHIP, DUES AND FISCAL YEAR

1. Membership.

A. Eligibility. Any person eighteen (18) years of age or older who is in good standing with The American Kennel Club and is favorable to the objectives and purposes of this Association shall be eligible for membership.

B. Membership Categories. There shall be three types or categories of membership, as follows:

- (1) Full Single Membership - Entitles member to full rights and privileges of the Association, including voting and the right to hold office and receive the newsletter.
- (2) Full Family Membership - Entitles member and immediate family (residing in same household) to full rights and privileges of the Association, including voting and the right to hold office, receive the newsletter, privileges as outlined in current education program. Family memberships are limited to two (2) votes per membership. Voting privileges are individual, not shared.
- (3) Associate Membership - Associate membership entitles the member to receipt of the newsletter, and availability of and participation in all Association events and activities. Associate members cannot vote, hold office and cannot be counted in determining a quorum.

C. Application. Membership in the Association shall be made by written application which shall provide that the applicant agrees to abide by the Constitution, Bylaws and Standing Rules of the Association and the rules of The American Kennel Club. Each application shall carry the endorsement of two sponsoring members. The prospective member shall submit dues payment for the current year with the application.

D. Election to Membership. All applications are to be filed with the Secretary and names of applicants and sponsors shall be published in the newsletter and read at the first meeting of the Association following its publication. After a one-month period of time to receive letters of comment from members regarding the application, applicants may be elected by ballot at any meeting of the Board of Directors or by vote of the Directors by mail. Affirmative votes of two-thirds (2/3rds) of the Directors present at a meeting of the Board or of two-thirds (2/3rds) of the entire Board voting by mail, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Association and the members may elect such applicant by ballot and a favorable vote of seventy-five percent (75%) of the members present.

E. Termination of Membership. Memberships may be terminated by:

- (1) Resignation. Any member in good standing may resign from the Association upon written notice to the 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.
- (2) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) 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 as of the date of that meeting.
- (3) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

2. Dues. Dues for the Association shall be assessed annually and shall be set by a vote of at least 2/3rds of the members present and voting at the annual meeting. No member may vote whose dues are not paid for the current year. During the month of September, the Treasurer shall send to each member a statement of his dues for the ensuing year.

3. Fiscal Year. The fiscal year of the Association shall run from November 1 to October 31.

4. Voting. Each regular member in good standing whose dues are paid for the current

year shall be entitled to one vote at any meeting of the Association at which he is present. Proxy voting will not be permitted at any Association meeting or election.

ARTICLE III - MEETINGS

1. Annual Meeting. The annual meeting of the Association shall be held during the month of October in conjunction with the Association's National Specialty Show if possible, at a place, date and hour designated by the Board of Directors, or at such other time and place as the Board may designate. Written notice of the annual meeting shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing. Officers and directors for the ensuing year shall be elected by written ballot

3. Special Meetings. Special meetings of the membership may be called by the President 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 Secretary upon receipt of a petition signed by 10% of the members of the Association who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary 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 such a meeting shall be 10% of the members in good standing.

4. Board Meetings. The first meeting of the Board shall be held immediately following the election and the annual meeting. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such meeting shall be mailed by the Secretary 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 a majority of the Board voting in person, by mail, fax, telephone conference call or by computer network (e-mail).

5. Board's Conduct of Business. The Board of Directors may conduct its business by mail, fax, telephone conference call or by computer network (e-mail). Items voted upon by telephone conference call must be confirmed in writing within seven (7) days.

ARTICLE IV - DIRECTORS AND OFFICERS

1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three other elected members in good standing. The officers and board shall be elected by announcement of the results of a secret, written ballot at the annual meeting and shall serve for a two-year terms or until their successors are elected. Ballots shall be distributed to the general membership prior to September 5th and must be received by the Secretary by September 25th. General management of the Association, their programs and other affairs shall be conducted

by and entrusted to the Board of Directors.

2. Officers. The Association 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. President. 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.

B. Vice President. 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. Secretary. The Secretary shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Association with their addresses, and carry out such other duties as are prescribed in these Bylaws.

D. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Association. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Association. The books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year.

3. Combined Offices. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and four other persons.

4. 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 all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE V - ELECTIONS - NOMINATIONS

1. Nominations. No person may be a candidate in an Association election who has not been nominated. Prior to the month of July, the Board shall select a Nominating Committee consisting of three (3) members and two alternates of their selection. The Board shall name a chairman for the committee and it shall be his or her duty to call a committee meeting which shall be held on or before July 15th.

The committee shall nominate at least one candidate for each office, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so.

Additional nominations may be made in writing with written consent from the person so nominated, along with a brief resume of the person nominated. Such additional nominations must be received by the Secretary no later than August 15th. No person may be a candidate for more than one position.

Upon receipt of the Nominating Committee's report, the Secretary shall before September 1st notify each member in writing of the full name of each candidate and the name of the state in which the candidate resides, along with a brief resume of the candidate.

ARTICLE VI - COMMITTEES

1. The Board may each year appoint standing committees to advance the work of the Association in such matters as dog shows, obedience trials, health, rescue, trophies, annual awards, education, membership, and other fields which may well be served by committees. 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 particular projects.

2. Any committee appointed 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.

3. All committees must submit to the Secretary a written annual report by September 1st of each year detailing the committee's activities and progress. Committee status reports should also be submitted to the Secretary at meetings or at regular intervals during the year.

ARTICLE VII - BREED STANDARD

1. The official breed standard shall be that which is established by the Association and recognized by the American Kennel Club.

2. The official breed standard can only be amended or changed by the written vote/consent of not less than 2/3rds of the entire membership.

ARTICLE VIII - AMERICAN KENNEL CLUB AFFILIATION/RULES

1. This Association shall abide by all American Kennel Club rules and regulations and conduct all events in accordance therewith. All events shall be governed by and run in accordance with American Kennel Club rules and regulations. The American Kennel Club shall be considered the official media and organization to establish all rules of dog shows, judging requirements, and any and all other rules and regulations relating to the business of the Association.

ARTICLE IX - DISCIPLINE

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.

2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association, failure to comply with the Association's Constitution, Bylaws and Standing Rules, or for cruelty to and mistreatment of animals. Written charges with specificity must be filed with the Board of Directors through the President or Secretary, along with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall then promptly send a copy of the charges to each member of the Board of 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association, it may refuse to entertain jurisdiction.**

If the Board entertains jurisdiction, it may then set a date for the hearing of charges at a full Board meeting, either regular or special, said date to be 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 certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses should they so desire.

3. Counsel or advisors may be present for either party. The Board shall consider all evidence, hear all parties and make an immediate decision as to whether charges are sustained or not. If charges are sustained, the Board must decide to either suspend the member from all membership privileges for a set period of time not to exceed six (6) months, to assess penalties for any damages, or to seek to exclude the member from total membership (i.e., expulsion). In the case of expulsion, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Association meeting which considers the recommendation of the Board or Committee. Immediately after the Board or 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.

4. Expulsion. Expulsion of a member from the Association may only be accomplished at the annual meeting of the Association following the Board's recommendation as provided in Section 3 herein. The defendant shall have the privilege of appearing in their 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 in their own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3rds vote of those present and voting at the meeting shall be necessary for expulsion.

ARTICLE X - AMENDMENTS

1. Amendments to the Constitution and Bylaws (and to the Breed Standard) may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for vote within three (3) months of the date when the petition was received by the Secretary.

2. The Constitution and Bylaws (and the Breed Standard) may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3rds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment at least two (2) weeks prior to the date of the meeting.

ARTICLE XI - DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than 2/3rds of the members. 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 animal-related organization for the benefit of dogs selected by the Board of Directors.

ARTICLE XII - ORDER OF BUSINESS AND AUTHORITY

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
- Minutes of last meeting
- Financial Report by Treasurer
- Officer Reports
- Committee Reports
- Election of Officers and Board (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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 meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

3. Unless otherwise indicated in this Constitution and Bylaws and where not inconsistent herein, all business and procedures of the Association shall be governed by Roberts Rules of Order, Newly Revised, and any other special rules of order the Association may adopt.

We hereby certify that the foregoing Constitution and Bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of the American Belgian Laekenois Association, adopted by its Board of Directors as of January 15, 1995.

AMERICAN BELGIAN LAEKENOIS
ASSOCIATION, INC.

By _____
President

ATTEST:

Secretary