

Blue Weimaraner Club of America

CONSTITUTION

ARTICLE I: NAME and OBJECTIVES:

The Blue Weimaraner Club Of America (BWCOA) was formed to protect, promote, and advance the best interests and welfare of the purebred 'Blue' Weimaraner, and to continue to bring their natural qualities to perfection through careful breeding practices. The Club also seeks to promote worldwide acceptance of the 'Blue' Weimaraner and to ultimately have it recognized it as a separate and distinct breed of sporting dog. To this end it embraces the following objectives:

- a) To assure that members and breeders embrace the official standard of the 'Blue' Weimaraner, as put forward by the BWCOA, as the only standard of excellence by which the 'Blue' Weimaraner is to be bred and judged in the United States of America;
- b) To endorse the Code of Ethics and insure its usage;
- c) To encourage sportsmanlike conduct at all times
- d) To promote the unique qualities of the breed by sponsoring sporting dog events including specialty shows, ratings test, field trials and other activities under the rules and regulations of The Blue Weimaraner Club Of America,
- e) To encourage participation in all events sponsored by The Blue Weimaraner Club Of America, The American Kennel Club, The Canadian Kennel Club, International All Breed Canine Association, North American Versatile Hunting Dog Association and all other forms of competition open to the 'Blue' Weimaraner including the WCA Ratings Test for de-sexed 'Blues'.
- f) To strive to educate members as well as the general public about the 'Blue' Weimaraner breed wherever possible.
- g) To maintain a Breeding Regulations Committee to protect the qualities of the breed;
- h) To encourage the organization of independent local Blue Weimaraner specialty clubs, under the direction of the Blue Weimaraner Club Of America, in those localities where there are sufficient fanciers of the breed.

ARTICLE II: BUSINESS ORGANIZATION

Section 1 The Club shall be organized, operated, and registered as a not-for-profit corporation.

Section 2 The Club shall not be conducted or operated for profit and no part of any revenue, or residue from dues or donations to the Club shall inure to the benefit of any member or individual. Nor shall the Club be used to promote any privately produced products or publications.

Section 3 The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

Blue Weimaraner Club of America

Bylaws

ARTICLE I: MEMBERSHIP

Section 1 Eligibility: There shall be two (2) types of memberships Voting and Non-Voting;

- a) Regular Voting membership: Includes a subscription to the Newsletter, access to member sections of the Website and forum; Open to all residents of the United States, eighteen (18) years or older.
 1. Single membership. Open to individuals – one vote
 2. Family membership. Open to a maximum of two (2) specific individuals residing in the same household, without regard to actual family relationship. Family membership dues shall be at a reduced rate compared to the individual regular membership rate, but each family membership shall be entitled to only one Club newsletter. Each such member shall have one (1) vote in all Club elections.

- b) Non-Voting Memberships: Includes a subscription to the Newsletter, access to member sections of the Website and forum
 1. Junior Membership. Open to persons twelve to seventeen years of age. This membership shall not entitle the person to vote or the privileges of holding office.
 2. Associate Membership. Open to all residents of the United States, eighteen (18) years or older. Such members are ineligible to hold office or vote in Club elections, but may serve on committees.
 3. Foreign membership. Open to all non-residents of the United States, eighteen (18) years or older. Such members are ineligible to hold office or vote in Club elections, but may serve on committees.

Section 2 Dues:

Dues shall be determined by the Board and shall be subject to ratification by two-thirds (2/3) vote of the general membership at the annual meeting. The Membership Chairperson shall send to each member a statement of his or her dues for the ensuing year. Membership Dues shall be due on January 1 and payable by March 31 of each year. No member may vote whose dues are not paid for the current year.

Section 3 Election to Membership:

Each applicant shall submit a request for membership on an official BWCOA application form as approved by the Board of Directors. The applicant shall show by their signature that they agree to abide by the BWCOA Constitution and Bylaws of the Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) members in good standing. If the applicant does not have the required two sponsors, the applicant will initially be an 'Associate Member' - a non-voting membership. At such time as they have established relationships with other club members and are able to acquire the two sponsorships, they may apply for Full Membership with voting privileges. The names of those applying for membership will appear in the next official Club publication and/or on the website, and, if no protest is filed within thirty (30) days of publication, they will automatically be granted membership. All applications must be accompanied by the dues for the current year. Any voting member in good standing may protest the acceptance of a prospective member by setting forth his reasons to the Secretary in a written communication which must be received by the Secretary within the allotted thirty (30) days. Such protests will be referred to a committee appointed by the Board of Directors. Upon completion of an inquiry, and after

consideration of the facts developed, the committee will report its findings to the Board who will act upon the application. Two-thirds (2/3) of the entire Board shall be required to elect an applicant who has been protested. 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 Club and the membership may, by secret ballot, elect such applicant by a favorable vote of seventy-five percent (75%) of the members present.

Section 4 Termination of Membership - Membership 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.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on April 1.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5 Standing:

Members who reside in the US are considered in good standing if they are current in payment of dues and not under sanction by the American Kennel Club. Those members residing outside the US must have their dues paid for the current year and not be under sanction by the registry in their country of residence to be considered in good standing.

ARTICLE II: MEETINGS

Section 1 Annual Meeting:

The Annual Meeting of the Club shall be held at the discretion of the Board of Directors and at a club sponsored event, if possible, such as the National Specialty Show or Field Event (Ratings Test, Field Trial, Hunt Test etc.) at a place, date, and time designated by the Board of Directors. The annual meeting may also be conducted via a conference. The Secretary shall provide written notice of the Annual Meeting to each member at least ninety (90) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the voting 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 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 ten percent (10%) of the voting members of the Club who are in good standing. Such a meeting shall be held at such a place, date, and time as may be designated by the Board of Directors. The Secretary shall provide written notice of such meeting at least thirty (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 meetings shall be ten percent (10%) of the voting members in good standing.

Section 3 Board Meetings:

The first meeting of the Board shall be held immediately following the annual meeting of the membership. 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 other meeting shall be transmitted by the Secretary to each member of the Board at least fifteen (15) days prior to the date of the meeting. This time requirement may be waived by a unanimous vote of the board.

Section 4 Board Business:

The Board of Directors shall conduct official club business as follows:

- a) Meetings are a gathering of individuals necessary to conduct the club business. This includes meeting “physically” in the same room or conducting a meeting by video or teleconference or by private online conference.
- b) Voting can be conducted at meetings or through mail, fax or e-mail. In order for business to be conducted by e-mail the following must be in place:
 - 1. Every board member must have the means to participate in order to proceed.
 - 2. Votes must be cast via the current official BWCOA e-mail Board List or online conferencing in order to provide a ready means of verifying the identity of the individuals participating, and to ensure that they are the eligible board members.
 - 3. A minimum of 15-days notice must be provided (unless unanimously waived) in advance of any business conducted via e-mail.
 - 4. Upon receipt of the notice each board member must reply acknowledging the notice. If any board member objects, then the noted business may not be conducted via e-mail.
- c) Quorum. The quorum for a Board meeting and/or vote shall be a majority of the Board except as noted elsewhere. All Club business conducted by the Board of Directors must be documented in the Secretarial Records and be published in the next practical edition of the Club newsletter.

ARTICLE III: DIRECTORS and OFFICERS

Section 1 Board of Directors:

- (a) **Composition and Purpose.** The business, property, and affairs of this club shall be managed by the Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three (3) Members-at-large, all of whom shall be voting members in good standing and residents of the United States. On each even year of the calendar, the President, Secretary and two Members-at-large shall be elected. On each odd year of the calendar, the Vice President, Treasurer and one (1) Member-at-large shall be elected.
- (b) **Term Limits.** No Officer or Member-at-large may serve for more than two (2) successive two-year terms without remaining off the Board until the next Annual Meeting with the exception of the outgoing President who may immediately run for a Member at large position and the Treasurer. The Treasurer will only be required to step down after two terms in office if a qualified candidate accepts the nomination for that office.

Section 2 Officers:

The Club Officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities, both with regard to the Club and its meetings.

- a) The President shall be the chief executive officer of the Club and shall preside over all meetings of the Board and of the members. The President shall have general and active management of the business of the club and shall see that the orders and resolutions of the board are carried into effect.
- 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. The Vice President shall be a member of all Committees.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail and of all matters of which a record shall be ordered by the Club. The Secretary shall 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 Club with their addresses, and carry out such other duties as are prescribed in these Bylaws. At such time as the Board of Directors deems applicable, the Secretarial position may be split into two positions – Recording Secretary and Corresponding

Secretary. The Corresponding Secretarial position on the Board will replace one of the even year Members-at-Large positions.

- d) The Treasurer shall handle all Club financial transactions, including collection of dues, and shall keep a detailed accounting of receipts and disbursements. The Treasurer or someone so designated by the Treasurer and approved by the Board shall deposit Club funds in a bank approved by the Board in the name of the Club. Club books shall be open to the inspection of Board members at all times and there will be an annual audit of the books arranged by the Board of Directors. The Treasurer shall make a quarterly report to the Board of all financial activity ensuing during the previous three months and an annual report to members of all money received and expended during the previous fiscal year. The Treasurer shall be responsible for preparing and filing financial reports with state and federal revenue offices.

The Treasurer or the person delegated to handle club funds as well as the Club President shall be bonded in such amount as the Board of Directors shall determine. In addition to his or her routine bookkeeping duties, the Treasurer shall keep the Board of Directors and members aware of the health of the Club's financial position, projecting expenses and income. All candidates for the position of Treasure must have a documented background in accounting, bookkeeping or math. Exceptions may be granted by the Board on an individual basis.

Section 3 Vacancies:

Vacancies on the Board of Directors or among the officers shall be filled by appointment, made by the remaining Board of Director Members, of a Club member who is otherwise qualified to sit on the Board. Each person so selected shall remain a director until that position is up for reelection per the scheduled rotation of Board of Director positions. However, 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 as provided above.

Section 4 Other non-officer positions:

The Board of Directors may create, and fill by appointment, other non-officer positions as necessary to further the work of the Club. These positions to include, but are not limited to; a Membership Chairperson (must be a voting member) to keep track of each member's contact information and dues status.

ARTICLE IV: The CLUB YEAR, NOMINATIONS, VOTING, and ELECTIONS

Section 1 Club Year:

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting, and each retiring officer shall turn over to his or her successor all properties and records relating to that office within thirty (30) days after the Annual Meeting.

Section 2 Nominations:

Candidates for office may be nominated in one of two ways; 1) they may be part of a slate of candidates selected by the Nominating Committee; or 2) they may submit a petition. Nominees must be members in good standing who have been members for two (2) years. All nominations must be received by the Board no less than forty-five (45) days prior to the annual meeting date.

- (a) A Nominating Committee shall be chosen by the Board of Directors at least ninety (90) days before the Annual Meeting. The committee shall consist of two (2) members in good standing, and one (1) Board member. The Board shall name a Chairperson for the Committee. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each vacancy and shall procure in writing the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Secretary who shall transmit the list, including the full name of each candidate and the name of the state in which he or she resides, to the Board prior to the deadline for submitting nominations.
- (b) Additional nominations of eligible members may be made by forwarding the required nominee information to the Board prior to the deadline for submitting nominations. Nominations so made must be accompanied by a written statement from the nominee indicating their willingness to be a candidate.
- (c) If no additional valid nominations are received by the Board by the deadline no balloting will be required, and the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting.
- (d) Nominations may not be made at the Annual Meeting or in any manner other than as provided above.

Section 3 Voting:

Election of Board Members shall be done at the Annual Meeting or at a special meeting of the Club, via conference call or email ballot. Voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of the Directors and amendment to the constitution and Bylaws, Code of Ethics and the Standard for the Breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. By-mail votes under this section shall be conducted substantially in accordance with the provisions of Section 4, below.

Section 4 Annual Election: The annual election for members of the Board of Directors shall be conducted as follows:

- a) If the Chair of the Nominating Committee receives more than one nomination for any of the open Board positions forty-five (45) days prior to the annual meeting date, then the Nominating Committee shall:
 - 1.) Prepare a ballot listing all of the nominees in alphabetical order for each position, along with instructions for voting.
 - 2.) Obtain a list of all current voting members in good standing from the Membership Chair.
 - 3.) Prepare and mail ballots, confidential envelopes and return mailing envelopes to each voting member.
 - 4.) Assemble the ballot(s) and instructions, ballot envelope(s), and return envelope. Enclose them in the mailing envelope, and mail them to each member on the Membership Chair's list.
 - 5.) To be valid, the ballots must be received by the recording Secretary at least five (5) days before the date of the Annual Meeting.
 - 6.) Three (3) Inspectors of Election shall be appointed by the Board of Directors prior to the general meeting. All Inspectors of Election must be voting members in good standing and not members of the Board, or candidates on the ballot. Alternatively,

the Board may designate an outside professional firm to count the ballots when it deems that the circumstances warrant it.

- 7.) The Secretary (or the highest ranking officer present) shall, prior to the Annual General Meeting, deliver the ballots, still sealed in the large envelope to the Inspectors of Election. The Inspectors of Election shall unseal and count the ballots. An official tally shall be submitted immediately to the Secretary (or highest ranking officer present) to be announced at the general meeting of the members.
- 8.) The person receiving the largest number of votes for each position shall be deemed elected to that position. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not stand elected and the vacancy so created shall go to the person with the next highest number of votes or, if none, the vacancy shall be filled by the Board of Directors in the manner provided by Article III, Section 3

ARTICLE V: COMMITTEES

Section 1 Standing Committees:

The Board may appoint standing and/or special committees each year to advance the work of the Club; however, unless specifically renewed by vote of the Board, all special committees shall expire annually at the time of the Annual Meeting. All committees shall always be subject to the final authority of the Board. Standing committees shall include, but not be limited to: Breeding, Governance, Show/Field/Companion Events, Membership, and Education Committees.

Section 2 Committee Composition:

Any member in good standing may be appointed by the Board to a committee position. The Board shall consider diversity of geographic representation in all committee appointments. All committees are bound by the guidelines set forth by the Board of Directors. The Membership Committee Chair shall have a voting membership. All other Committee Chairmanships may be held by any member in good standing.

Section 3 Termination:

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

Section 4 Attendance of Board Meetings: Upon request, and adequate notice, Committee Chairs should attend Board meetings.

ARTICLE VI: DISCIPLINE

Section 1 Suspension by the recognized registry in country of residence:

Any member who is suspended from all the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Club for a like period. Likewise, for those members residing outside the United States that are suspended from all privileges of the Registry of their country of residence shall automatically 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 or the breed. Written charges with specifications must be filed in duplicate with

the Secretary together with a deposit of \$20.00, which shall be forfeited if such charges are not sustained by the board 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 Club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club 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 not less than three (3) weeks, or more than eight (8) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the accused may personally appear in his or her own defense and bring witnesses if he or she wishes.

Section 3 Board Hearing:

The Board of Directors 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 accused, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) 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 accused right to appear before his or her fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any. The Secretary shall also arrange for the findings to be published to the general membership.

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 sixty (60) days, but not earlier than thirty (30) days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII: AMENDMENTS

Section 1 Amendments:

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

Section 2 Procedure:

The Constitution and Bylaws or Standard of the Breed may be amended at any time provided a copy of the proposed amendments have been mailed by the Secretary to each voting member in good

standing on the date of mailing, accompanied by a ballot on which he/she may indicate his or her choice, for or against, the actions to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the voting members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VII: DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club, or any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of 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 VIII: ORDER of BUSINESS

Section 1 General Meeting:

At General meetings of the Club the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Announcement of new Board/Officers
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Resolution of disputed membership applications
- Adjournment

Section 2 Board Meetings:

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

- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Other reports
- Unfinished Business
- Election of New Officers
- New Business
- Adjournment

ARTICLE X: PARLIAMENTARY AUTHORITY

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.

ARTICLE XI: GENERAL PROVISIONS

Communications:

Club communications and official business may be conducted via all measures available including but not limited to US Mail, electronic mail, facsimile or internet. The term ‘Mail’ throughout this document may refer to any of the above referenced forms of communication.

- a) Members must elect during their initial membership their preferred method of communication. Members may change their preferred method by notifying the Secretary of their preference and allowing 14 days for the change to take effect.

ARTICLE XII: BLUE WEIMARANER CLUBS

The authority to affiliate with local Blue Weimaraner Clubs shall rest with the Board, pursuant to such guidelines as they may establish for this purpose. All local affiliate clubs shall conduct their affairs in a manner consistent with the rules of the BWCOA and the AKC, but shall otherwise be operated as independent entities. BWCOA local affiliate club status may be revoked by a three-fourths (3/4) vote of the full BWCOA Board.