

CENTRAL ARIZONA FRENCH BULLDOG CLUB

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership:

(a) Individual Membership. Open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

(b) Family Membership. Open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. (One vote per adult.)

(c) Associate. Open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. (For persons outside the region. Will receive newsletter, club rate for functions, but ineligible to vote).

(d) Junior. Open to all persons 10 years in age to 18 years in age. (Ineligible to vote).

SECTION 2. Dues.

(a) Membership dues shall be \$15.00 for individual, \$25.00 for family, \$10.00 for associate, \$10.00 for Junior, payable on or before January 31 of each year. No member may vote whose dues are not paid for the current year. During the month of December, the Treasurer shall send to each member a statement of his dues for the ensuing year.

(b) All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next club meeting the applications will be voted upon and affirmative votes of 2/3 of the members present and voting shall be required to elect the applicant.

(c) Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 3. Election to Membership.

(a) Each individual/family 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 the constitution and By-laws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next club meeting the applications will be voted upon and affirmative votes of 2/3 of the members present and voting shall be required to elect the applicant.

(c) Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

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 are 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 90 days after the first day of the fiscal year; however, the board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote 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 bylaws.

ARTICLE II
MEETINGS AND VOTING

Section I. Club Meetings. Meetings of the club shall be held six times per year as follows: Two meetings in Phoenix, two meetings in Tucson, one meeting in Prescott, one meeting in Flagstaff 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 10 days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the 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; or shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club 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.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held six times per year at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. The Board of Directors may conduct its business by mail through the Secretary or by telephone conference call. Any business conducted by telephone will be confirmed in writing within 7 (seven) days.

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.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the officers and three other persons, all of whom shall be members in good standing and all 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, 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 By-laws.

(b) The Vice President shall have the duties and shall exercise the powers of the President in case of the President's death, absence, or incapacity.

(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. He/she 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 Club with their addresses and carry out such other duties as are prescribed in these By-laws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit same in a bank approved by the Board, in the name of the Club. His/her books shall at all times be open to inspection of the Board and, he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. Vacancies. Any vacancies occurring on the board or among the officers 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 the 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 IV THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The club's fiscal year shall begin on the 1st 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 January, 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 immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

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. During the month of November, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before December 15th.

(a) The committee shall nominate one candidate for each office and position on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before December 31st notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the January meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

ARTICLE V COMMITTEES

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials, trophies, annual prizes, 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.

Section 2. 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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 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 of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less

than three members of the Board not less than three weeks nor more than six 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/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The board or 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 Committee may be a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual Meeting if that will occur after six months. 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 at the ensuing Club meeting with 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.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or committee as provided in Section 3 of this article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII AMENDMENTS

Section 1. Amendments to the constitution and by laws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent 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 a vote within three months of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII
DISSOLUTION

Section 1. The club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes or 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 and Board, Robert's Rules of Order will be followed in the conduct of the meetings.

Section 2. 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:

- (a) Roll call
- (b) Minutes of the last meeting
- (c) Report of the President
- (d) Report of the Secretary
- (e) Report of the Treasurer
- (f) Report of committees
- (g) Election of new members
- (h) Unfinished business
- (i) New business
- (j) Adjournment

Section 3. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- (a) Roll call
- (b) Minutes of the last meeting
- (c) Report of the President
- (d) Report of the Secretary
- (e) Report of the Treasurer
- (f) Report of committees
- (g) Election of new members
- (h) Unfinished business
- (i) New business
- (j) Adjournment

Amendments to By-Laws

The following Sections/subsections of ARTICLE I and ARTICLE II of the By-Laws for the Central Arizona French Bulldog Club are replaced in their entirety and amended as follows:

SECTION 2. Dues.

(a) Membership dues shall be \$15.00 for individual, \$25.00 for family, \$10.00 for associate, \$10.00 for Junior, payable on or before the last day of February of each year. No member may vote whose dues are not paid for the current year. The notice for renewal of membership and renewal form shall be included in the January Newsletter. New members whose dues are received in the last quarter of a calendar year shall have their membership extended to December 31st of the following year.

ARTICLE II MEETINGS AND VOTING

Section 1. Club Meetings. A minimum of four meetings of the club shall be held per year as follows: Two meetings in Tucson, one in Phoenix and one in conjunction with CAFBC's annual specialty match 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, or published in the preceding newsletter, or sent via electronic e-mail to the entire membership at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held a minimum of four times per year at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed by the Secretary or sent by electronic e-mail at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. The Board of Directors may conduct its business by mail through the Secretary or by telephone conference call, or in writing by electronic e-mail conference. If conducted by electronic e-mail conference, a 72 hour time limit will be enforced to conduct all business. Any business conducted by telephone will be confirmed in writing within 7 (seven) days.

Except for the amendments noted above, all Articles and Sections of the By-Laws remain in full force and are confirmed in their entirety.

Dated this ____ day of _____, 2001

/ss Lee Frecker, Secretary.

Amendments to By-Laws

ARTICLE I MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership:

(c) Associate. Open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. (For persons outside the region. Will receive newsletter, club rate for functions, but ineligible to vote or hold any elected office in the Club).

(d) Junior. Open to all persons 10 years in age to 18 years in age. (Ineligible to vote or hold any elected office in the Club).

ARTICLE II MEETINGS AND VOTING

Section 5. Voting. Each eligible 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.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the officers and three other persons, all of whom shall be members in good standing and all 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. Any member resigning his position on the board before the end of the elected term without approval from the remaining board members, must also resign from the Club and may not reapply for membership for a period of two years after such resignation. General management of the Club's affairs shall be entrusted to the board of directors.

Section 2. Officers.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit same in a bank approved by the Board, in the name of the Club. The bank account for Club funds cannot be closed or redirected without signatures of two unrelated (by blood or marriage) board members. His/her books shall at all times be open to inspection of the Board and, he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, he/she shall render an account of all monies

received and expended during the previous fiscal year. His/her books will be reviewed by incoming and outgoing board members and open for inspection by all members at the Annual Meeting. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Except for the amendments noted above, all Articles and Sections of the By-Laws remain in full force and are confirmed in their entirety.

Dated this 8th day of June, 2002.

/ss B. Sue Coyle, Secretary.