

CONSTITUTION AND BY-LAWS of

**THE MIDWEST BULLMASTIFF FANCIERS**

As revised/effective, May 1, 1990

**CONSTITUTION**

**ARTICLE I**

**NAME AND OBJECTS**

**SECTION 1.** The name of the Club shall be: THE MIDWEST BULLMASTIFF FANCIERS

**SECTION 2.** The objects of the club shall be to do all in its power to protect and advance the best Interests of the breed by:

- a) Encouraging and promoting the breeding of sound, healthy, high quality, pure-bred Bullmastiffs;
- b) Urging 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 Bullmastiffs shall be judged;
- c) Fostering the ownership and advising on the upkeep of Bullmastiffs;
- d) Encouraging sportsmanlike conduct at dog shows and obedience trials;
- e) Encouraging truth in advertising of the breed;
- f) Encouraging support of The American Bullmastiff Association, Inc.;
- g) Actively discouraging litter-lot sales and/or the sale of any Bullmastiff to pet shops;
- h) Actively combating any form of abuse of the Bullmastiff, e. g., dog fighting, neglect, puppy mills.
- i) Actively participating in the rescue of Bullmastiffs from dog pounds, etc.

**SECTION 3.** 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 4.** The members of the club shall adopt and may, from time to time, add to and/or revise the by-laws as may be required to carry out these objectives.

**BY-LAWS**

**ARTICLE I**

**MEMBERSHIP**

**SECTION 1. ELIGIBILITY.** There shall be one type of 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. While membership is unrestricted as to residence, this club's primary purpose is to be representative of the breeders, exhibitors and owners of Bullmastiffs in the following states: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Pennsylvania, and Wisconsin.

**SECTION 2. MEMBERSHIP CHAIRPERSON.** A Membership Chairperson shall be appointed each year by the Board to fulfill the following functions: To keep a roll of the members of the club (with their addresses) on a fiscal year basis, providing said roll to all members during the month of June each year; to provide copies of this Constitution and these By-Laws to all members; to process new member applications; and to carry out such other duties as are assigned by the Board.

**SECTION 3. DUES.** Membership dues shall not exceed twenty dollars (\$20.00) per year, per joint membership, or ten dollars (\$10.00) per year, per individual, with the amount to be specified for each ensuing fiscal Year by the Board of Directors at its semi-annual meeting. Two adult members of the same household shall constitute Joint membership. Dues shall be payable on or before the first day of May each year. New members joining after October 1st shall pay only one-half the yearly dues. In no case shall a member be entitled to vote whose dues are not paid for the current Year. During the month of March, the Membership Chairperson shall send to each

member a statement of his/her dues for the ensuing year,

**SECTION 4. ACCEPTANCE OF NEW MEMBERS.** All applications for membership shall be filed with the Membership Chairperson on a form approved by the Board of Directors. The application shall provide that the applicant agrees to abide by this Constitution and these by-laws. The application also shall provide for sponsorship of the applicant by one member in good standing with the club who knows the applicant well. Accompanying the application, the applicant shall submit dues for the current fiscal year. Once the applicant has been accepted into club membership, a copy of this Constitution and these by-laws will be sent to the new member.

**SECTION 5. 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 become 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 ninety (90) days after the first day of the fiscal year; however, in meritorious cases, the Board may grant an additional ninety (90) days of grace to delinquent members.

In no case shall a person whose dues are unpaid on the date of a meeting or election, be entitled to vote.

c) By expulsion. A membership may be terminated by expulsion, as provided in Article VII of these By-laws.

## ARTICLE II

### MEETINGS AND VOTING

**SECTION 1. GENERAL MEMBERSHIP MEETINGS.** A minimum of two general membership meetings shall be held each fiscal year, at such place, date and hour as may be designated by the Board of Directors. The club's annual meeting must be held no sooner than ten (10) months and no later than fourteen (14) months following the previous annual meeting.

Written notice of each meeting shall be mailed to each member by the Secretary at least sixty (60) days prior to the date of the meeting. The quorum for such meetings shall be ten (10) percent of the club's total paid membership at the date of the meeting.

**SECTION 2. SPECIAL CLUB MEETINGS.** Special general membership meetings may be called by a majority vote of the Board of Directors or upon receipt by the Secretary of a petition signed by twenty (20) club members who are in good standing.

Written notice of each such special meeting indicating place, date and hour shall be mailed by the Secretary to each member of the club at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such meetings shall be ten (10) percent of the club's total paid membership at the date of the meeting.

**SECTION 3. BOARD MEETINGS.** Meetings of the Board of Directors shall be held in conjunction with general membership meetings. Written notice of each such meeting shall be mailed by the Secretary to each Board member at least sixty (60) days prior to the date of the meeting. The quorum for said meetings shall consist of five (5) Board members.

**SECTION 4. SPECIAL BOARD MEETINGS.** Special meetings of the Board may be called by the President or any member of the Board with a majority of the Board's approval. Written notice of each such meeting indicating place, date and hour shall be mailed by the Secretary to each Board member at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such meetings shall consist of five (5) Board members.

**SECTION 5. VOTING.** Each member in good standing, whose dues are paid for the current fiscal year, shall be entitled to one vote at any meeting of the Club at which he/she is present, and shall be entitled to one vote by mail with respect to the election of any officer or director, and the amendments of the Constitution and By-Laws of the club. 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 President, Vice-President, Secretary, Treasurer and a total of not more than six (6) Directors all of whom shall be elected to two-year terms, by secret written ballot, at the annual meeting for each even-numbered fiscal year. In the event there is only one slate of nominees, the slate shall be declared elected by acclamation. No officer or Board member shall serve more than two (2) consecutive elected terms in the same position or office. The newly elected Officers and Directors will take office immediately upon the conclusion of the annual meeting and shall serve until their successors are elected and take office. 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 exercise the powers of the President in the 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, as well as all matters of which a record shall be ordered by the club. The Secretary shall have charge of club correspondence, notify members of meetings and elections, notify officers and directors of their election to office, and keep a roll of the members of the club (with their addresses) on a fiscal year basis.
- d) The Treasurer shall collect and receive all monies due or belonging to the club, and shall deposit same in a bank designated by the Board, in the name of the club. The Treasurer shall keep and at all times be in possession of the club books. The club books shall be open to inspection by the Board at any time, and the Treasurer shall report at every Board meeting the condition of the club's finances and every item of receipt or payment not before reported; and at each annual general membership meeting, shall render an account of the club's financial condition. Each quarter of the fiscal year, the Treasurer shall advance sufficient funds to the Membership Chairperson to cover expenses relating to "Newsletter" production and mailing costs. The amount of such advances shall be determined by the Directors and Officers of the club.

**SECTION 3. VACANCIES.** Any vacancy occurring on the Board or among the offices during the term shall be filled by a majority vote of the Board of Directors within one month of the creation of such vacancy

## ARTICLE IV

### THE CLUB YEAR, ANNUAL MEETING, NOMINATIONS, BALLOTS, ELECTIONS

**SECTION 1. CLUB YEAR.** The club's fiscal year, as well as its official year, shall begin on the first day of May and end on the thirtieth day of April.

**SECTION 2. ANNUAL MEETING.** At the annual meeting for each even-numbered fiscal year, the election of Officers and Directors to two-year terms, by secret written ballot, shall take place. No regular elections shall be held at annual meetings for the odd-numbered fiscal years.

**SECTION 3. NOMINATIONS.** No person who has not been nominated in accordance with these by-laws may be a candidate in a club election. No person shall be a candidate for more than one (1) office. At its semi-annual meetings during non-election Years, the Board of Directors shall select a Nominating Committee from among any of the club's members in good standing. Members of the Nominating Committee shall not be eligible for the Nominating Committee slate. The Nominating Committee shall consist of three (3) regular members, one of whom shall be named Chairperson, and two (2) alternates. No more than one member of the Nominating Committee (whether regular or alternate) shall be a member of the current Board. The Nominating Committee may conduct its business by phone as necessary. On or before February 1st of each non-election year, the Secretary shall provide to the Chairperson of the Nominating Committee a listing of the paid members by state residence, as determined on January 15th. The Nominating Committee shall nominate a slate of candidates comprised of members in good standing who reside in the states designated in Art. 1, Sec. 1, as follows:

1. One candidate each, for the offices President, Vice-President, Secretary, and Treasurer.

2. One candidate each, for the position Director as follows:

- a) The four (4) states in the designated area having the largest memberships shall each be represented by one (1) Director.

b) The two (2) states in the designated area having the next largest memberships shall be jointly represented by one (1) Director.

c) In the event of states in the designated area having the same number of members, a drawing shall be conducted by the regular members of the Nominating Committee to determine the order of their representation.

d) A Director-at-Large shall represent the remaining members of the club, and need not be a resident of the states designated In Art. 1, Sec. 1.

After securing the written consent of those so nominated, the Chairperson of the Nominating Committee shall, on or before February 25th, notify the Secretary in writing of the committee's nominations.

On March 1st the Secretary shall mail to all club members a list of the nominations submitted by the Nominating Committee, so that additional nominations may be made by members in good standing if they so desire.

Additional nominations of club members eligible per this Article IV, Section 3, may be made by written petition addressed to the Secretary and received at his/her regular address on or before March 25th. Petitions shall be signed by any five (5) club members in good standing and shall be accompanied by the written acceptance of those so nominated.

If no valid nominations are received by the secretary on or before March 25th, the Nominating Committees slate shall be declared elected at the election year annual meeting and no balloting will be required.

**SECTION 4. BALLOTS.** If one or more valid nominations are received by the Secretary on or before March 25th, the Secretary shall, on April 1st, provide each member in good standing with a ballot listing, in alphabetical order, all the nominees for each position. Each ballot will be accompanied by both a blank envelope and return envelope which has been addressed to the Secretary of The Midwest Bullmastiff Fanciers. The latter envelope will be marked "BALLOT" and also will bear the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, which in turn, shall be placed in the second envelope addressed to the Secretary. To be valid, ballots must be received by the Secretary three (3) days prior to the annual meeting. As ballots are received, it will be the Secretary's responsibility to note on the outer envelopes the date of their arrival. Upon the call to order at the annual meeting of the election year, the President shall select three (3) volunteers from among those members present who are in good standing, thus forming a committee to count the ballots. The newly formed committee may choose which of the committee shall act as Chairperson. The Secretary will provide said committee with a list of members paid and in good standing at the date of the close of balloting. Prior to opening the outer envelopes, it shall be the committee's responsibility to check the list and to disqualify any ballots submitted by members who were not in good standing at the close of balloting, and to disqualify any ballots that were received after the close of balloting. Upon opening the outer envelopes the committee shall determine if any additional ballots are invalid; e.g., more than one ballot per blank envelope or failure to use blank envelope.

**SECTION 5. ELECTIONS.** The election of Officers and Directors to two-year terms, by secret written ballot, shall take place at the annual meeting for each even-numbered fiscal year. In the event of balloting due to nominations received by petition, in addition to those presented by the Nominating Committee, the candidate for each position receiving the largest number of votes shall be declared elected. In the event no additional nominations by petition are received, with the result that no balloting is required, the nominations presented by the Nominating Committee shall be declared elected. Elected candidates will take office immediately upon conclusion of the annual meeting and shall serve until their successors are elected and take office.

## ARTICLE V

### SPECIALTY SHOW JUDGES

**SECTION 1.** Sweepstakes and regular Judges for specialty shows shall be nominated and voted upon by the entire membership.

a) Nominations shall be solicited from the total membership and shall be submitted in writing by individual members in good standing by a deadline date established by the Board of Director

b) The names of all consenting nominees for Judge shall be included on a ballot to be sent to all members in good standing. Ballots may be sent as part of a regular 'Newsletter' mailing where appropriate.

c) Ballots for judges shall be sent to the Secretary with a postmark date no later than the deadline established by the Board of Directors. Sealed ballots shall be opened and tabulated at a Board meeting held no later than one full year in advance of the specialty show.

**SECTION 2.** No club member who has had prior contact with the specialty show judge relative to a specialty show hosted by the Midwest Bullmastiff Fanciers may exhibit his dog at that same show to that same Judge. This includes persons who invite a Judge to serve on the panel (whether verbally or in writing), persons who provide hospitality for a judge or for a judging panel immediately prior to the show, ring stewards and the Show Chairperson, or anyone else who, in advance of the show, makes contact with a Judge to make arrangements relative to specialty

show business.

## ARTICLE VI

### COMMITTEES

**SECTION 1.** The Board may each fiscal year appoint standing committees to advance the work of the club In such matters as may well be served by committees.

**SECTION 2.** Any committee may be terminated by the authority of the Board when it becomes apparent that the committee has served its usefulness, or is no longer pertinent.

**SECTION 3.** At each semiannual meeting, the Board shall appoint and notify an Auditing Committee composed of one Board member other than the Treasurer and two other club members in good standing to audit the Treasurer's books for the current year. The books will be audited, in the presence of the Treasurer, prior to the annual meeting, at which time a formal Auditing Committee report will be given for the preceding fiscal year.

## ARTICLE VII

### DISCIPLINE

**SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from the privileges of the American Kennel Club 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 with the Secretary. The Secretary shall send a copy of the charges to each member of the Board, and the Board will consider the charge and determine what action is to be taken. If it is considered by the Board that a misconduct has occurred, a copy of the charge must be sent by the Secretary to the person so charged. The person so charged will then have thirty (30) days in which to reply in answer to the charge. The person so charged may also have witnesses write in his/her behalf. The Board of Directors shall have complete authority to determine the validity of the charge, and to rule on the penalty if any. Penalties may range from suspension of thirty (30) days, to permanent expulsion from the club.

## ARTICLE VIII

### 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 and signed by twenty five (25) percent of the membership in good standing. Amendments proposed by such petition shall promptly be considered by the Board and must be submitted by the Secretary, by mail to each member with the recommendations of the Board, within three (3) months of the date when the petition was received by the Secretary. Amendments proposed by the Board of Directors must be submitted by the Secretary, by mail, to each member, as well. Amendments must be approved by two-thirds (2/3) of those members voting.

## ARTICLE IX

### NOTIFICATION

**SECTION 1.** All notifications will be made, whenever possible, by means of the club '*Newsletter*'. The '*Newsletter*' will be published bimonthly as a means of communication, and will not be used as a campaign media for any nominee for office.

## **ARTICLE X**

### **DISSOLUTION**

**SECTION 1.** The club may be dissolved at any time by written consent of no fewer than two-thirds (2/3) of the entire membership. In the event of dissolution of the club, 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 the 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 current Board of Directors.

## **ARTICLE XI**

### **ORDER OF BUSINESS**

**SECTION 1.** At General Membership Meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

1. Roll Call
2. Minutes of last meeting
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Report of Committees
7. Election of Officers and Board (at annual meeting when applicable)
8. Unfinished Business
9. New Business
10. Adjournment

**SECTION 2.** At Meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be follows:

Roll Call

1. Minutes of Last meeting
2. Report of President
3. Report of Secretary
4. Report of Treasurer
5. Report of Committees
6. Unfinished Business
7. New Business
8. Adjournment

**SECTION 3.** Unless specified otherwise under this Constitution and these by-laws, meetings will be conducted in compliance with rules contained in the most recent published edition of Roberts Rules of Order.