

Pyrenean Shepherd Club of America Constitution

ARTICLE I - Name and Object

SECTION 1

The name of the club shall be The Pyrenean Shepherd Club of America.

SECTION 2

The object of the club shall be:

- a) To protect and preserve in Pyrenean Shepherds in America the unique qualities of type and temperament which have traditionally been valued in the French Pyrenees Mountains, the breed's place of origin.
- b) To promote the standard of the breed as put forth by The Pyrenean Shepherd Club of America and approved by the American Kennel Club as the only standard by which Pyrenean Shepherds should be judged in America.
- c) To promote meaningful communication and sportsmanlike conduct between members at dog shows, agility, obedience, field trials; and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club. It shall also promote meaningful communication between The Pyrenean Shepherd Club of America and other such organizations throughout the world.
- d) To educate members, potential judges, dog fanciers, the general public, and all other interested parties as to the correct type and temperament of the breed, proper training and grooming techniques; and especially the idiosyncrasies and special needs of this unusual breed.
- e) To encourage and promote quality in the breeding of purebred Pyrenean Shepherds and to do all possible to bring their natural qualities to perfection.
- f) To encourage the organization of regional Pyrenean Shepherd clubs in areas which contain sufficient numbers of Pyrenean Shepherd fanciers to support such clubs.
- g) To conduct specialty shows, matches, obedience trials, herding trials and other such activities under the Rules and Regulations of the American Kennel Club to promote the Pyrenean Shepherd breed.

SECTION 3

The club shall not be conducted or operated for profit and no portion of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any individual; nor shall the club endorse any privately produced product, publication, or activity.

SECTION 4

The members of the club shall adopt and may from time to time revise such bylaws, which may be required to carry out these objectives.

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ARTICLE I - Membership

SECTION 1 – Types of Membership

Eligibility: There shall be two (2) types of membership open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. A Junior membership may also be offered to persons ten (10) through eighteen (18) years of age.

Types of Membership: Regular, Honorary and Junior

(a) Regular Membership – Voting membership for individuals. They must be eighteen (18) years of age and in good standing with the AKC. Regular members may vote, hold office and be added to the Breeder Referral List.

(b) Honorary Membership - There shall be a special dues-free membership to be bestowed on a Club member who has made an extremely significant and unique contribution to the Breed and the Club. Such members are not required to pay dues and are not eligible to vote or hold office, unless they opt to pay the annual dues. Candidates for this position 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. Candidates nominated by the Board or by petition must be submitted to the members for a vote within three (3) months of nomination. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within thirty (30) days of the date of mailing shall be required to elect a candidate to Honorary Membership.

(c) Junior Membership - Non-voting membership for individuals ten (10) to seventeen (17) years of age, with the membership converted to Regular membership when they turn 18. They must be in good standing with the AKC. Junior members shall receive all PSCA publications. Junior members may not vote, hold elective office, or be added to the Breeder Referral List.

SECTION 2 - Dues

Membership dues shall be determined by the board of directors and approved by members annually. The dues are payable on or before the first (1st) day of January of each year. Dues shall not exceed one hundred dollars (\$100.00) per year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer or other designated person shall send to each member a statement of his dues for the ensuing year.

SECTION 3 – Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by the Constitution, Bylaws and the Code of Ethics of the Pyrenean Shepherd Club of America and the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) Regular Members in good standing. In cases where an applicant does not know two members, the Board may assign two members as mentors. Accompanying the application, the prospective member shall submit dues payment for the current year, and a non-refundable application fee of five dollars (\$5.00) per individual. All applications are to be filed with the Membership Committee Chairperson. The names will appear in the next official Club publication. Protests to Full Members must be postmarked within thirty (30) days following the new member publication. If no protest is filed within thirty (30) days, the applicant will automatically be granted membership. Each member in good standing is entitled to endorse four (4) members per year. The calculation for continuous membership will begin from the date of their acceptance for regular membership.

Any member in good standing may protest the acceptance of a prospective Member by setting forth the reasons to the Secretary in written communication, accompanied by a fifty dollar (\$50.00) filing fee, which is refundable if the objection is upheld. The filing fee 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

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(2/3) of the Directors present at a meeting of the Board, or two-thirds (2/3) of the entire Board voting by mail, shall be required to elect an applicant who has been protested.

An applicant whose membership has been rejected by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club and the Club may elect such applicant by a favorable vote of seventy-five (75%) of the members present. 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. Obligations other than dues are considered a debt to the Club and they must be paid in full prior to resignation.

(b) by lapsing: Lapsed members lose all club privileges. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first (1st) day of the fiscal year. 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. A lapsed member may reapply for membership by following the new member procedures.

(c) by expulsion: A member may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II – Meetings and Voting

SECTION 1 – Annual Meeting

The Annual Meeting of the Club shall be held in conjunction with the Club's National Specialty show at a place, date and hour designated by the Board of Directors. The Annual Meeting and National Specialty Show shall be held in March, April, May or June. The notice of the annual meeting shall be sent by the Secretary to each member or to the official Club newsletter for publication at least thirty (30) days prior to the date of the meeting. The quorum for the meeting shall be at least ten percent (10%) of the members in good standing. Note: Electronic notification may be used as written memoranda.

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 and voting at any regular or special 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 members of the Club who are in good standing. Such special 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 fourteen (14) days and not more than 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 thereat. The quorum for such a meeting will be the percent (10%) of the members in good standing.

SECTION 3 -Board Meetings

A board meeting shall be held in the month of March as required by Article III, Section 1 regarding the election of club officers. Other meetings of the Board 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 any meetings shall be mailed or emailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. Members may attend any board meeting but may not have any voice or vote.

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The Board of Directors may hold meetings in person, videoconference, or teleconference. The Board of Directors may also conduct business by telephone conference call, mail, fax, or electronic mail, through the Secretary, provided it does not conflict with other provisions of these bylaws. Items voted on by telephone conference call, mail, fax and electronic mail must be confirmed by the Secretary within seven (7) days. In order for business to be conducted by e-mail: every board member must be provided with the means to participate; a procedure must be

in place to verify the identity of the individuals participating to ensure that they are the eligible board members; a mechanism must be in place to verify that the eligible board members are receiving all correspondence; and all board members must agree to participate in this manner. Electronic mail cannot be utilized on any issue which requires a secret ballot.

SECTION 4 – Special Board Meeting

A Special meeting of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meeting shall be held in such place, date and hour as maybe designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed or emailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and not other business shall be transacted thereat. The quorum for such a meeting shall be the majority of the board.

SECTION 5 - Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any club meeting at which he is present (board meeting excepted as stated in Section 3). Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III Directors and Officers

SECTION 1 – BOARD OF DIRECTORS

The general management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be comprised of nine (9) members, all of who shall be members in good standing who are residents of the United States. There shall be three (3) Directors elected annually for three year terms and shall be filled as provided for in Article IV. No Director may serve for more than two (2) successive elected three (3) year terms within an eight year period. Two (2) members residing in the same household may not serve at the same time on the Board of Directors. The Club's Officers shall consist of President, Vice President, Secretary, and Treasurer, who shall be elected by the Board of Directors annually. The election of these officers will occur at a Board meeting, which shall be held during the month of March.

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 bylaws.

(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.

(c) The Secretary shall keep a record of all meetings of the Club and the Board 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 and be responsible for publishing members' names and other information in a directory and distributing the directory to all members. The secretary shall carry out other such duties as are prescribed in these bylaws.

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(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. *The* books shall at all times be open to inspection by the Board and the treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. Accounts shall require two (2) signatories. One shall be the Treasurer and the second shall be one (1) other appointed board member.

(e) AKC Delegate

The Delegate to the American Kennel Club shall be appointed by the Board of Directors for a 2 year term, The AKC Delegate may be but does not need to be an officer or director of the club. The duties of the Delegate shall be to attend the regular meetings of the American Kennel Club Delegates whenever possible and to report the results of these meetings to the Board of Directors.

SECTION 3 - Vacancies

Any vacancies occurring on the Board or among the officers during the year shall be filled by a majority vote of the members of the Board 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. The new member to the board shall fill the rest of the term of the person who has vacated.

ARTICLE IV - The Club Year, Annual Meeting, Voting, Nominations, Elections

SECTION 1 - Club Year

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

SECTION 2 – Annual Meeting

At the Annual Meeting held in the month of March, April, May or June or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of the Directors, amendments to the constitution and bylaws 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.

SECTION 3 - Annual Election

For the election of Directors, the vote shall be conducted by written ballot cast by mail. To be valid ballots must be received by the Secretary by February fifteenth (15th). Ballots shall be counted by the Secretary. The Board of Directors reserves the right to designate an outside professional firm to receive and count the ballots when circumstances warrant it. If an independent tabulator is employed, he/she receives, counts and forwards the results to the secretary no later than February twentieth (20th). Results will be announced by March fifteenth (15th).

The persons receiving the largest number of votes for each Director position shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

SECTION 4- Nominations and Ballots

No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before September fifteenth (15th). The committee shall consist of three (3) members, and two (2) alternates, all members in good standing, no more than one (1) of whom may be a member of the current Board of Directors. The Secretary shall immediately notify the committee persons and

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alternates of their selection. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business in person, by telephone conference call, mail, fax, or electronic mail.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each vacancy on the Board of Directors, and shall procure 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. By October fifteenth (15th), the Committee, shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he resides to each member of the Club on or before the first week of November. Additional nominations may then be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before December fifteenth(15th), signed by five (5) members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one (1) position.

(c) If no valid additional nominations are received by the Secretary on or before December fifteenth (15th) the Nominating Committee's slate shall be declared elected on March first (1st), and no balloting will be required.

(d) If one or more additional nominations are received by the Secretary on or before December fifteenth (15th), he/she or an independent professional firm designated by the Board shall, on or before January fifteenth (15th), mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). To be valid ballots must be received by the Secretary (or designated professional firm) on or before February fifteenth (15th). The Secretary (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening of the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced on or before March fifteenth (15th).

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V - Committees

SECTION 1

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience, agility, herding or *tracking* tests/trials, breed education, trophies, annual awards, membership, and other fields which may well be served by such 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 service has been terminated.

ARTICLE VI - Discipline

SECTION 1 - American Kennel Club Suspension

Any member who is suspended from any of the privileges of The American Kennel Club shall be automatically suspended from any of the privileges of this Club for a like period.

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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 fifty dollars (\$50.00) which shall be forfeited if such charges are not sustained by the Board or a Board appointed 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 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 (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 or registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3 - Board Hearing

Secretary, in turn, shall notify each of the parties of the decision and penalties, if any.

The Board 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 may by a majority vote of those present reprimand or suspend the defendant of all privileges of the Club for not more than six(6) months or until the next annual meeting (*whichever occurs first*). If the board 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 which considers the recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary.

SECTION 4 - Expulsions

Expulsion of a member from the Club may be accomplished only at the Annual 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/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret written 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 to the constitution and bylaws and revisions 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 a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2

The constitution and bylaws or the breed standard may be amended or revised 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 he/she may indicate his/her choice for or against the action to be taken. To ensure the secrecy of the vote, the dual envelope procedure will be used as described in Article IV, Section 4(d).The notice shall

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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. A favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3

No amendments to the constitution and bylaws or to the standard for the breed that is adopted by the club shall become effective until they have been approved by the Board of Directors of the American Kennel Club

ARTICLE VIII Dissolution

SECTION 1

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 the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club, no proceeds thereof nor any assets of the Club shall be distributed to the members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

SECTION 1

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:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

SECTION 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
- New business
- Adjournment

ARTICLE X Parliamentary Authority

SECTION 1

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.