

## Constitution

### Name and Objectives

Section 1. The Name of the Association shall be: The American Bullmastiff Association, Inc.

Section 2. The Objectives of the Association shall be:

- a) to do all possible to bring the natural qualities of purebred Bullmastiffs to perfection;
- b) to encourage the organization of local Bullmastiff Specialty Clubs, in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- c) to urge members and breeders to accept the Standard of the Breed as approved by The American Kennel Club as the only standard of excellence by which Bullmastiffs shall be judged;
- d) to conduct sanctioned matches, specialty shows, supported entries, agility, obedience, rally, and tracking trials under the rules and regulations of The American Kennel Club.

Section 3. The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations shall inure to the benefit of any member or individual.

Section 4. The members of the Association shall adopt and from time to time revise such By Laws as may be required to carry out these objectives.

## By Laws

### Article I

#### Membership

Section 1. ELIGIBILITY. Membership is open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of the Association. There shall be five types of membership, as follows:

- a) Regular Membership - Open to those 18 years of age and over.
- b) Junior Membership - Open to those under 18 years of age and over 9 years of age. Junior membership carries no voting privileges and shall not be considered when determining a quorum.
- c) Joint Membership - Husband or wife, or two persons constituting the same household.
- d) Senior Membership - Persons who are 65-years-of-age or older, single/joint.

- e) Lifetime Membership - Open to those persons who have 30 years of cumulative membership in the ABA. Lifetime members may elect to forego payment of annual dues, but are entitled to full membership privileges and, as such, may vote and hold office.

Section 2. DUES. Dues shall be payable on or before the first day of November in the amount to be specified for the coming fiscal year by the Board of Directors. Dues shall not exceed \$50.00 for a single membership, \$60.00 for a joint membership and \$40.00 for a junior membership per year. Senior memberships shall be discounted, as approved by the Board. Lifetime membership applicants shall have the option to forego annual renewal fees and retain full membership privileges if their application for Lifetime Membership status is approved. New members who join after March 31st, shall pay only half the specified yearly dues. Husband and wife, or two persons constituting the same household, will be admitted for the amount specified for joint membership or half the amount for those joining after March 31st. Each member of a joint membership shall have individual voting privileges. No members may vote whose dues are not paid for the current year. During the month of August, the Treasurer shall ensure that a renewal notice is included for all members in the August ABA Newsletter, reflecting the yearly dues as directed by the Board of Directors. The renewal notice shall be prominently displayed on the first page in the newsletter, so that all members have notice of dues owed in advance of thirty days prior to the deadline for dues payment. The Treasurer will ensure that renewal forms and applications are always available online. A surcharge may be imposed by the Board on overseas memberships, not to exceed \$35.00 annually to cover additional mailing costs.

Section 3. ELECTION TO MEMBERSHIP. Each 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 these Constitution and By Laws and the rules and regulations of The American Kennel Club. The application shall state the name, address, phone, and email address of the applicant(s) and it shall carry the endorsements of two members in good standing who have been members of the Association for at least one year. Accompanying the application, the prospective members shall submit dues payment for the current year.

The names and information provided on each application shall be included in the first ABA Newsletter published after receipt of the application. If no objection to the application is received by the Corresponding Secretary within three weeks of publication of the Newsletter, the applicant is considered elected to membership in the Association. If a valid objection to a membership application is received within the twenty-one (21) day period by the Corresponding Secretary, the application will be referred to an ad hoc committee chaired by the Chairman of the Membership Committee and three additional members chosen by the Board of Directors, including the Regional Representative of the Membership Committee in the

area where the applicant is from. The report of the ad hoc committee shall be forwarded to the Board for their decision. Said decision must be rendered within 120 days of receipt of the application by the Corresponding Secretary.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at any meeting of the Association, and the Association may elect such applicant by a favorable vote of 75% of the members present.

Any applicant who has been rejected by the Board and/or the general membership may not reapply for membership within 12 months of said rejection.

Section 4. TERMINATION OF MEMBERSHIP. Membership may be terminated:

- a) By Resignation: Any member in good standing may resign from the Association upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association and they become incurred on the first day of each fiscal year.
- b) By Lapsing: A membership will be considered lapsed and automatically terminated if such member's dues remain unremitted 60 days after the first day of the fiscal year. Dues will be considered remitted providing they are postmarked within the allotted time. The Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may any person be entitled to vote at any Association 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 By Laws.

Section 5. INITIATION FEE. Each new member shall pay an initiation fee not in excess of \$20.00 per individual member. This fee, in addition to the dues for the current year or half year, shall accompany each membership application. The term "new member" shall include former members re-applying for membership whose membership was terminated either by resignation or lapsing.

## Article II

### Meetings

Section 1. ANNUAL MEETINGS AND SEMI-ANNUAL MEETINGS. The Annual Meeting of the Association shall be held in the months of September or October in conjunction with the Association's Specialty Show, if possible at a place, date and hour designated by the Board of Directors. E-mail notification for Association meetings may be utilized in accordance with the American Kennel Club policy "E-mail Notification for Board Meetings and General Club Meetings and other Club Notices," as contained within the Association Standing Rules, such

that members may sign revocable authorizations agreeing to this method of communication. Written or e-mail notice of the Annual Meeting and additional General Meetings shall be mailed by the Corresponding Secretary at least 30 days prior to the date of the meeting. In addition to the Annual Meeting, a Semi-Annual Meeting shall be held no later than May 31st of the calendar year at a place, date and hour designated by the Board of Directors. The quorum for such meetings shall be 10% of the members in attendance in good standing.

Section 2 SPECIAL ASSOCIATION MEETINGS. Special Association meetings may be called by the President or by a majority of the Board of Directors who are present at a meeting of the Board or who vote by mail or e-mail, and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Association who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or e-mailed by the Corresponding Secretary to each member at least 14 days and no more than 30 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Association business may be transacted thereat. The quorum for such a meeting shall be 10% of the members in attendance in good standing

Section 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held no less than quarterly. The first meeting of the Board shall be held immediately following the Annual Meeting. The Officers and Directors of the Association Board shall agree to adhere to the American Kennel Club Policies "E-mail Notification for Board Meetings and General Club Meetings and other Club Notices" and "E-mail Communication for use by Parent Club Board of Directors," as included in the Association Standing Rules. With the exception of the Board meetings scheduled for the annual and semi-annual meetings, Board meetings may be held via conference telephone call. Other meetings of the Board of Directors shall be held at such place, and hour as are designated by the President or by a majority of the entire Board. Written notice of each such meeting shall be mailed or e-mailed by the Corresponding Secretary at least fourteen (14) days prior to the date of the meeting. The quorum for such a meeting shall be four members of the Board present, but any action taken at a meeting at which less than a majority of the Board is present shall be subject to ratification by mail or e-mail vote of the absent members, to provide a vote by the majority of the Board. Such mail or e-mail votes, to be valid, must be received by the Recording Secretary not later than twenty-one (21) days after the mailing date of the vote request.

Section 4. BOARD COMMUNICATIONS.

- a) The Board of Directors may conduct its business in person, by mail, phone, and e-mail through the Secretaries.
- b) One or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar

communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Items voted upon by telephone conference call, mail, e-mail or fax must be confirmed in writing by the Recording Secretary within seven days.

## Article III

### Directors and Officers

Section 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of the President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Director Place One, Director Place Two, Director Place Three, Director Place Four and Director Place Five, all of whom shall be members in good standing who are residents of the United States. The Board of Directors and the AKC Delegate shall be elected to serve two-year terms at the Association's Annual Meeting and shall serve until the beginning of the new fiscal year, as provided in ARTICLE IV. No person shall serve more than one consecutive two year term in the office of President. General management of the Association affairs shall be entrusted to the Board of Directors. The President, First Vice President, Corresponding Secretary, Director Place Two, Director Place Four (along with the AKC Delegate who is not a member of the Board) shall be elected in alternate years which end in even numbers. The Second Vice President, Recording Secretary, Treasurer, Director Place One and Director Place Three, and Director Place Five shall be elected in alternate years which end in odd numbers.

ELIGIBILITY. No person may be elected to the Board of Directors or Delegate to The American Kennel Club who has not been a member of the Association in good standing for at least three years. Only one person from an individual household may be nominated to serve on the Board of Directors at any one time. Board members shall be residents of the United States of America. No person shall hold more than one position at any one time on the Board of Directors.

Section 2. OFFICERS. The Associations' Officers consisting of President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meeting and the Board and its meetings.

Duties of the Board of Directors:

- a) The PRESIDENT shall preside at all meetings of the Association and shall have the duties and powers appurtenant to the office of President in addition to those particularly specified in these By Laws.
- b) The FIRST 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 SECOND VICE-PRESIDENT shall be an ex officio member of every National Committee, taking a leadership role in contract negotiations with host hotels and ensuring that National Committee members have the advantage of past experience and expertise in organizing and planning the events.
- d) The CORRESPONDING SECRETARY shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Association and their addresses as administered and updated by the Membership Committee and carry out other duties as are prescribed in these By Laws;
- e) The RECORDING SECRETARY shall keep a record of all meetings of the Association and of the Board and of all votes taken at meetings, during conference-call meetings, by mail, by email, and of all matters which a record shall be ordered by the Association.
- f) The TREASURER shall collect and receive all monies due or belonging to the Association. He shall deposit same in a bank approved by the Board, in the name of the Association. His books shall at all times be open to the inspection of the Board, and he shall report to them at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the Annual Meeting he shall render an account of all monies received and expended during the previous year. His report shall be mailed to the membership in the Association newsletter together with the notice of the Annual meeting. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The books of the Association shall be reviewed at least once each year by an outside auditor approved by the Board at Association expense.

Section 3. VACANCIES. Any vacancy occurring on the Board among the Officers during the year shall be filled until the next meeting by a majority vote of all the members of the Board except that a vacancy in the office of President shall be filled automatically by the First Vice President, and the resulting vacancy in the office of First Vice-President shall be filled automatically by the Second Vice-President, and the resulting vacancy in the office of Second Vice- President shall be filled by the Board.

#### Article IV

#### The Association Year, Voting, Nominations, Elections

Section 1. ASSOCIATION YEAR. The Association's fiscal year shall begin on the first day of November and end on the thirty-first day of October. The Associations' official year shall begin

when the elected Officers and Directors take office. The elected Officers and Directors shall take office on the first day of November and each retiring Officer shall turn over to his successor in office all properties and records relating to the office within 30 days of the new Officers and Directors taking office.

## Section 2. VOTING

- a) At the Annual Meeting or at a General Meeting, or at a Special Meeting of the Association, voting shall be limited to those members in good standing who are present at the meeting, except for the Annual Election of Officers, Directors, and Delegate to The American Kennel Club and amendments to the Constitution and By Laws and the Standard to the Breed which shall be decided by written ballots cast by mail; voting by proxy will not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail.
  
- b) The Association may use the Preferential Voting System for the selection of its National Specialty, and Sweepstakes and Sweepstakes Judges.

Section 3. ANNUAL ELECTION. At the Annual Meeting for the Election of officers, Directors and Delegate to The American Kennel Club, who may, but need not be a Director or Officer of the Association, the vote shall be conducted by secret ballot. The ballots shall be counted prior to the Annual Meeting by an independent agency designated for that purpose which will be selected by the Board. The results of the balloting so obtained shall be delivered in a sealed envelope marked "Election Results: to the Chairman of the Nominating Committee" in care of the Secretary AT LEAST FIVE DAYS PRIOR TO THE ANNUAL MEETING with a copy of such results kept on file with the independent designated agency for a period of one year.

The person receiving the largest number of votes in each position shall be declared elected. If any nominee, at the time of the meeting 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 in Article III, Section 3.

4. NOMINES AND BALLOTS. No person may be a candidate in an Association election who has not been nominated in accordance with these By Laws. A nominating Committee shall be chosen by the membership at the Semi-Annual Meeting in the following manner: Nominations for this committee shall be accepted from the floor. Nominees shall accept their nominations either in person or in writing. The Committee shall then be elected from among these nominees by a majority vote of the members present and voting. The person receiving the highest number of votes shall be declared the Chairman. The committee shall consist of seven

members from different areas of the USA, and two alternates, all members in good standing, no more than one of whom shall be a member of the Board of Directors. The Nominating Committee slate shall reflect a majority vote of the committee.

- a) The Nominating Committee shall nominate from among the eligible members of the Association, one candidate for President, First Vice-President, Corresponding Secretary, Director Place Two, Director Place Four and AKC Delegate in years ending with even numbers. The Nominating Committee shall nominate from among the eligible members of the Association, one candidate each for Second Vice-President, Recording Secretary, Treasurer, Director Place One, Director Place Three, and Director Place Five in years ending with odd numbers and shall procure the written acceptance of each nominee so chosen. The Committee shall consider geographic representation of the membership on the Board. The Committee shall publish the list in the June edition of the Newsletter, including the full name of each candidate and the name of the state in which he/she resides, to each member of the Association on or before July 1st so that additional nominations may be made by the members if they so desire.
- b) Additional nominations of eligible members may be made by written petition to the Corresponding Secretary and received at his regular address on or before August 1st, signed by fifteen (15) members and accompanied by the written acceptance of each such additional candidate. Except for the position of Delegate, no person shall be a candidate for more than one (1) position, and the additional nominees which are provided for herein may be chosen from only among those members who have not accepted a nomination from the Nominating Committee .
- c) If no valid nominations are received by the Corresponding Secretary on or before August 1st, the Nominating Committee slate shall be declared elected by the President at the time of the Annual Meeting, and no balloting will be required.
- d) If one or more valid nominations are received by the Corresponding Secretary on or before August 1st, he shall, at least forty days (40) prior to the Annual Meeting mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order with the name of the state in which they reside, together with a blank envelope and a return envelope addressed to the independent designated agency marked 'BALLOT' and bearing the name of the member to whom it was sent. So that the ballot shall 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 and addressed to the independent designated agency. The Treasurer shall provide said agency with a list of members in good standing against which the returns shall be checked prior to opening the outer envelope and removing the blank envelope, and shall certify the eligibility of the voters. The results of the voting shall be announced at the Annual Meeting by the Chairman of the Nominating Committee or his designated agent. To be valid, ballots



must be received by the independent designated agency at least ten (10) prior to the Annual Meeting.

- 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 Association in such matters as Specialty Shows, Obedience Trials, Annual Awards, Membership, Official Magazine, Archives, Health and Research, Finance, Newsletter, Rescue, Government and Club Relations, Disaster Preparedness, 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 any of the privileges of The American Kennel Club shall be suspended from the privileges of the Association for a like period.

Section 2. CHARGES. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50.00 which shall be forfeited following a hearing if such charges are not sustained by the Board or the Disciplinary Committee appointed by the Board. The Corresponding 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 alleged charges if proven, might constitute conduct prejudicial to the best interests of the Association or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Association or the breed, it may refuse to entertain jurisdiction of the charges. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing of the Disciplinary Committee not less than three weeks or more than six weeks thereafter. The

Disciplinary Committee may be composed of at least three Board members or, alternatively, may be appointed by the Board at the beginning of each administration, from among the membership, and composed of at least three Association members in good standing. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of a hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. BOARD HEARINGS. 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 by the Disciplinary Committee after hearing all the evidence and testimony presented by complainant and defendant, the Board after reviewing the findings and recommendations of the Disciplinary Committee and after due deliberation as to action, may, by a majority vote of those present, suspend the defendant from all privileges of the Association for not more than six months from the date of the hearing, or until the next meeting, if that will occur after six months. And, if it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Association meeting which considers the recommendation of the Board or Committee. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Corresponding 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 Association may be accomplished only at the Annual Meeting of the Association 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 own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. A two-thirds vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If the expulsion is not so voted, the suspension shall stand.

## Article VII

### Amendments

Section 1. Amendments to the Constitution and By Laws, and the Standard for the Breed may be proposed by the Board of Directors or written petition addressed to the Corresponding Secretary signed by 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 by the Corresponding Secretary to the membership for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and By Laws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of this mailing, by which date ballots must be returned to the Corresponding to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect such amendment.

Section 3. No Amendments to the Constitution and By Laws and the Standard for the Breed by the Association shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

#### Article VIII

##### Dissolution

Section 1. The American Bullmastiff Association, Inc. may be dissolved at any time by written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Association other than for purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to the members of the Association, but after payment of the debts of the Association its property and assets shall be given to the charitable organization for the benefit of dogs selected by the Board of Directors.

#### Article IX

##### Order of Business

Section 1. The Meetings of the Association; the order of business as far as the character and nature of the meeting may permit shall be as follows:

1. Roll Call
2. Minutes of the Last Meeting
3. Report of the President
4. Reports of the Secretaries
5. Report of the Treasurer
6. Report of the Committees
7. Election of New Members
8. New Business

9. Election of Officers and Board (Annual Meeting)
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 as follows:

1. Reading of the Minutes of the Last Meeting
2. Report of the President
3. Reports of the Secretaries
4. Report of the Treasurer
5. Reports of the Committees
6. Unfinished Business
7. Election of New Members
8. New Business
9. Adjournment

Section 3. Subject to this Constitution and these By Laws, all procedures of the Association shall be governed by the current edition of Robert's Rules of Order.