

CONSTITUTION AND BY-LAWS OF THE UNITED BELGIAN SHEPHERD DOG ASSOCIATION, INC.

CONSTITUTION

Article I NAME: This organization shall be known as the United Belgian Shepherd Dog Association Inc, herein referred to as the UBSDA.

Article II OBJECTS: The objects of the UBSDA shall be:

- a) to promote the Belgian Shepherd Dog as one breed with four distinct varieties - Groenendael, Laekenois, Malinois and Tervueren - as recognized by the registering body, The United Kennel Club, Inc, herein referred to as the UKC;
- b) to promote a thorough understanding of the Belgian Shepherd Dog through education and open sharing of information;
- c) to advance and preserve the working characteristics of the Belgian Shepherd Dog;
- d) to conduct UKC sanctioned and licensed events.

Article III Board of Directors: The government and management of the UBSDA shall be vested in a Board of Directors, also known as the Board.

Article IV REVISIONS: The members of the UBSDA shall adopt and may, from time to time, revise these By-Laws as may be required to carry out these objectives.

Article IV NON-PROFIT: The UBSDA shall not be conducted or operated for profit. No part of any profits or remainder of any residue from dues or donations to the UBSDA shall inure to the benefit of any member or individual.

Article V Rules For Licensed Events: All licensed events sponsored by the UBSDA will be run in accordance with the rules, policies, and procedures of the U K C.

Article VI Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Article VII Affiliation: The United Belgian Shepherd Dog Association shall be affiliated with the United Kennel Club, Inc. There shall be no other affiliation with any other registering office, club, association, or groups, except by written consent of the United Kennel Club, Inc. This article of this Constitution shall not be subject to change at present or in the future.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1.1.0 Classes of Members: There shall be three classes of members: Regular, Junior, and Honorary, which are open to all persons who are in good standing with the UKC, who are favorable to the objectives of the UBSDA, and meet all the qualifications of a Member in Good Standing.

In addition, those people who have applied for membership, and are waiting approval by the UBSDA, shall be designated as Applicant Members and shall begin receiving the Beacon as soon as practicable.

Except for those privileges limited to Regular Members only, all classes of membership shall have full membership privileges.

Section 1.1.1 Regular Members: Regular Members shall consist of any persons eighteen (18) years of age and older who shall be entitled every privilege and to participate in all benefits of membership in UBSDA. Only Regular Members in good standing can vote, hold office, serve as committee chairpersons or sponsor new members.

Section 1.1.2 Junior Members: Junior Members shall consist of any persons at least eleven (11) and under eighteen (18) years of age. Junior Members must provide their birth date to UBSDA when they join. Juniors Members shall be considered Regular Members from the time they attain the age of eighteen (18) years until the time they fail to pay the regular dues and all grace periods have lapsed.

Section 1.1.3 Honorary Members: Honorary Members shall consist of any persons who have rendered meritorious service to the UBSDA or to the Belgian Shepherd Dog Breed and are so elected by the Board. Honorary Members shall be exempt from all fees. Honorary Members may choose to become Regular Members by the payment of dues.

Section 1.2 Members in Good Standing: A member shall be considered "in good standing" if all of the following apply:

- a) The member's dues for the current year are paid.
- b) The member does not have any overdue debt obligations to the UBSDA.
- c) The member has not been suspended or expelled in accordance with Article VIII, Discipline.

Section 1.3 Responsibilities of Membership: Regular Members shall be responsible for the conduct of all business not specifically assigned to the Board. They shall be responsible for the promotion and operation of shows and trials. They shall elect the Officers and Directors from among themselves.

Section 1.4.0 Dues: Changes to membership dues shall be determined annually by the Board and approved by a written majority vote of the Regular Members voting. The Board may annually change the cost of membership dues without approval of the membership to cover any change in postal and/or printing costs, but no more than the actual next-dollar amount of such change.

Section 1.4.1 Same Household Dues: The Board may offer reduced total dues to people who: reside in the same household, all receive mail at the same address, and share one copy of the Beacon and other information.

Section 1.4.2 Junior Member Dues: Dues for Junior Members shall be set at one-half (1/2) that of Regular Members.

Section 1.4.3 Payment of Dues: Dues are payable before the first day of January of each year. No member may vote, either by mail or at meetings if their dues are not paid for the current year. Applicants to membership paying their first annual dues after October 1 in any calendar year will be credited with having paid their dues to December 31st of the following calendar year. Applicant Members not approved by the Board shall have any dues paid refunded to them.

Section 1.4.4 Notice of Payment: During the month of October, the Corresponding Secretary shall send a dues notice to each member for the following year. Any member whose dues are unpaid by January 1, shall be sent a second notice by the Secretary, and shall be assessed a penalty of five dollars (\$5.00) for late payment of dues.

Section 1.5.0 Application for membership: Each applicant for membership in the UBSDA shall apply on a Board-approved Application for Membership. The application shall state that the applicant agrees to abide by the Constitution and By-Laws of the UBSDA, the rules and regulations of the United Kennel Club, and that the applicant understands that full membership is contingent upon approval by the Board. The prospective member shall submit the completed application together with their dues payment for the current year to the Corresponding Secretary. Junior Members must have the written consent of at least one parent or legal guardian submitted with their application.

Section 1.5.1 Sponsors: Each application shall require two sponsors, not in the same household, nor in the same household as the applicant, who have already been Regular Members of UBSDA for a period of at least twelve (12) months and are willing to attest to the applicant's suitability for membership.

Section 1.5.2 Publication of Applicants' Names in Beacon: After preliminary review of each application by the Board, the name and address of each applicant, the names of each applicant's sponsors, and a deadline for submitting comments shall be published in the first UBSDA Beacon published after the application is submitted. Comments regarding the applicant must be submitted to the Corresponding Secretary in writing by a member of the UBSDA in good standing. The deadline for comments shall be sixty (60) days after the scheduled publication date of the Beacon in which the names are published. The due date for comments shall be included with the name of applicant. The Corresponding Secretary shall provide all comments to the Board at the first Board meeting after the deadline for comments has passed.

Section 1.5.3 Election to Membership: The Board shall vote by secret ballot on whether or not to accept the applicant into membership. No vote may be initiated until and unless all Board Members have received a copy of all the comments on the application from the Corresponding Secretary. A member shall be approved by either a majority vote of the Board at the next meeting, or by a majority vote of the Board voting by mail.

Section 1.5.4 Rejection of Applicants: Any sponsor of an applicant whose membership application is rejected by the Board may personally present the application at the next annual meeting of the UBSDA. The UBSDA membership may elect such an applicant by a secret ballot resulting in a favorable vote of seventy-five (75) percent of the members present, in good standing, and voting.

Section 1.5.5.0 Termination Of Membership: Memberships may be terminated for any of the following four reasons:

Section 1.5.5.1 Resignation: Any member in good standing may resign from the UBSDA upon written notice to the Corresponding Secretary. Resignation shall not discharge or eliminate any debt owed to the UBSDA

Section 1.5.5.2 Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 31st and the member has not applied for an extension. The Board may grant an extension or grace period of an additional thirty (30) days for payment to any member who applies for an extension, provided that the extension is applied for before January 31st. In no case may a person be entitled to vote on any UBSDA vote whose dues are unpaid as of the date of the vote. A member whose membership has lapsed must reapply for membership in the same manner as someone who has never been a member.

Section 1.5.5.3. Automatic Suspension: Any member who is suspended or barred from the privileges of the UKC is automatically suspended or barred from the privileges of membership in the UBSDA for the same period of time.

Section 1.5.5.4 Expulsion: A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

ARTICLE II ASSOCIATION YEAR

Section 2 Association Year: The Association's fiscal and official year shall begin on the first day of January and end on the last day of December.

ARTICLE III MEETINGS & MEETING VOTING

Section 3.1 Annual Membership Meeting: The annual meeting of the UBSDA shall be held in conjunction with the Annual National Show at such time and place as may be designated by the Board. Written notice of the time, place and location of this meeting shall be printed in the Premium List for the Annual National Show and mailed via the US Postal Service. The quorum for this meeting shall be ten (10) percent of the Regular Members.

3.2.0 Special Membership Meetings: Special Meetings may be called if any of these circumstances is met:

- a.) The President determines that a bona fide emergency situation exists such that if the matter were postponed until the next annual membership meeting, material, substantial and irreparable harm would result to the club; or
- b.) The President is not available for any reason (e.g., resignation, death, illness, etc.) and the Board by majority vote determines that a bona fide emergency situation exists such that if the matter were postponed until the next annual membership meeting, material, substantial and irreparable harm would result to the club, or
- c.) Fifteen (15%) of the members in good standing request a Special Membership Meeting to be called by the Board and do so in writing setting forth the matters to be discussed. Those members requesting the meeting must set forth good and sufficient reasons why the matters they wish to discuss cannot be postponed until the next annual membership meeting.

3.2.1 Special Membership Meeting Protocol: Upon any of the criteria set forth in Section 3.2.0, above, being fully met (the "triggering event"), the Board shall:

- a.) Select and secure a suitable location for the Special Meeting within fifteen (15) days after the triggering event;

b.) Have the Corresponding Secretary send written notice to the membership within thirty (30) days after the location has been selected and secured (including date, time and place of the Special Meeting together with the business to be discussed (the "Notice")).

c.) The Board must give at least three (3) weeks prior written notice to all members before holding a Special Meeting, but not more than fifty (50) days notice.

3.2.2 Special Membership Meeting Procedure: The Special Meeting shall be presided over by the President or in the absence of the President, Vice President, Recording Secretary or in the absence of all, the Board shall choose from among itself who shall chair the meeting, and that person shall preside.

The items discussed shall be limited only to those items set forth in the Notice and no other business. A quorum for a Special Membership Meeting shall be fifteen percent (15%) of the Regular Members in good standing.

3.2.3 Cancellation: The Board, by simple majority vote, may cancel a special meeting if the reasons no longer exist for calling such a meeting, or in the event that a sufficient number of the members who have requested the Special Meeting withdraw their requests such that less than the percentage required to hold such a meeting still wants to have the meeting. In case of cancellation of the Special Meeting, members will be notified by the fastest and most expedient means or combination of means (e-mail, telephone or other means), and followed up by a postcard mailing confirming the cancellation of the Special Meeting.

Section 3.3 Board meetings: Meetings of the UBSDA Board shall be held at such times and places as the Board shall from time to time determine by resolution of the Board. Written notice of each such meeting shall be mailed by the Recording Secretary at least fifteen (15) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 3.4 Special Board meetings: Special meetings of the Board may be called by the UBSDA President or by the Recording Secretary upon receipt of a written request signed by at least a majority of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Recording Secretary shall mail written notice of such meeting at least thirty (30) days prior to the date of the meeting, Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 3.5.0 Electronic discussions:

Section 3.5.1 Electronic Membership Discussions: The UBSDA may use Board approved electronic communication to facilitate UBSDA business but no official voting may be done other than by US mail or in person.

Section 3.5.2 Electronic Board Discussions: The Board may discuss various issues by Board Letter sent by U.S. Mail, provided that any vote of the Board Members is done via a teleconference call with a quorum of board members present, or confirmed via U.S. Mail within seven days after the matter is called for a vote. Any meeting held by teleconference shall be held at times mutually convenient to all Board Members, who shall be notified at least three (3) days in advance of such meeting. Any other form of communication between the Board Members on official UBSDA business must first be approved by the UBSDA Board.

Section 3.6 Voting: Each Regular Member in good standing of UBSDA shall be entitled to vote at any membership meeting at which the member is present. Voting shall be by voice vote, or by paper ballot where paper ballots are provided by the UBSDA Board for such purpose. Voting may take place by mail if allowed by this Constitution or otherwise approved by the Board. No proxy voting shall ever be permitted. Preferential voting and cumulative voting shall likewise not be permitted.

ARTICLE IV OFFICERS AND DIRECTORS

Section 4.1 The Board of Directors: The government and management of the UBSDA shall be vested in a Board of nine (9) persons. The five (5) Officers, President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary, shall be members of the Board. Four (4) other Regular Members shall be elected by the Regular Members to serve as Directors.

Section 4.2 Board Election: Each member of the Board shall be elected by the Regular Members in good standing, and shall serve for a term of two (2) official years or until their successors are elected or appointed. In order to provide continuity, the President, Corresponding Secretary, and two (2) Directors shall be elected in odd numbered years, and the Vice-President, Recording Secretary, Treasurer and two (2) Directors shall be elected in even numbered years. The outgoing President of the UBSDA shall serve as an advisor to the Board for a period of one (1) year after the expired Presidential term, and shall not have voting privileges.

Only Regular Members in good standing can run for and be elected Officers or Directors of the UBSDA.

Section 4.3.0 Term of Office: The term of office commences on the first day of the official year.

Section 4.3.1 Period of Time: An Officer or Director shall hold office for a term of two (2) official years, or until their successor has been elected or appointed.

Section 4.3.2 Restrictions on Consecutive Terms of Office or on Consecutive Terms on Board: All Officers and Directors shall be limited to two (2) consecutive terms as either an Officer or Director and no person may hold more than one (1) office concurrently. A Director or Officer may be elected to a position not already served or to be reelected twice more provided that one (1) or more years have elapsed since last serving on the Board.

Section 4.3.3 Removal from Office for Failure to Participate: Any Board Member who misses three (3) or more consecutive Board meetings or Monthly Board Letters within a UBSDA year shall be automatically removed from the Board and from any Office, unless a majority of the Board Members present and voting at the meeting or Monthly Board Letter from which the Board Member is absent votes to excuse the absence.

Section 4.3.4 Recall By The Membership: If 25% of the members in good standing sign a petition to recall one or more Board Members, and the petition is filed with the Recording secretary together with certified funds in the amount of \$250, a recall election shall be held. If more than 50% of the members in good standing vote to recall the Board Member, he or she shall be removed from office, and the \$250 fee shall be refunded. The remaining members of the Board shall fill the vacancy according to these Articles.

Section 4.4.0 Duties of Officers

Section 4.4.1 President: The President shall preside at all meetings of the UBSDA and of the Board, shall serve as liaison to the UKC, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-Laws.

Section 4.4.2 Vice President: The Vice President shall assist the President when and where possible and shall, in the President's absence serve in the same capacity and with the same authority as the President. In the absence of a Parliamentarian, the Vice-President shall serve as Parliamentarian. The Vice-President shall be the liaison between the Board and the National Show Committee as well as with Local Clubs.

Section 4.4.3 Recording Secretary: The Recording Secretary shall:

- a) Keep a record of and minutes of all meetings of the UBSDA and of the Board and of all matters of which a record shall be ordered kept by the UBSDA.
- b) Keep a unified list of motions passed.
- c) Keep a record of all Board submissions to the Beacon, and submit these items to the Beacon editor.
- d) Keep a record of notifications of Special Meetings.
- e) Inform the UKC of UBSDA actions that concern the UKC.
- f) Receive and process charges against members.
- g) Conduct other duties as assigned by the Board or these By-Laws

In the death, absence or incapacity of the President and Vice President, the Recording Secretary shall carry out the duties and exercise the powers of the President.

Section 4.4.4 Corresponding Secretary: The Corresponding Secretary shall:

- a) Accept and process membership applications.
- b) Keep and publish annually a membership roll.
- c) Send dues notices and receive dues.
- d) Process UBSDA elections.
- e) Conduct other duties as assigned by the Board or these By-Laws.

Section 4.4.5 Treasurer: The Treasurer shall receive and deposit all moneys due or belonging to the UBSDA, and write and sign checks as required by the Board. If the Board directs, the Treasurer must have a second Officer or Director, selected by the Board, co-sign checks above a pre-determined amount. Moneys shall be deposited in a federally insured and regulated bank designated by the Board, in an account in the name of the UBSDA. The books shall at all times be accurate, up to date, and open to inspection by the Board. A report shall be given at every Board and Regular Membership Meeting, as well as in each Monthly Board Letter, of the condition of the UBSDA's finances and every item of receipt or payment not before reported. At the Annual Meeting, a written accounting of all moneys received and expended during the previous Official Year shall be distributed. Said annual accounting may use categorized totals, and need not present each line item. The Treasurer's books shall be audited at least at the end of the elected Treasurer's term in office, or after the resignation, death or expulsion of the Treasurer. The Board shall designate a professional auditor or and audit committee composed of three (3) Regular Members. The Board may require the Treasurer to be bonded at UBSDA expense. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the UBSDA shall be handed over to the Board until the office of Treasurer is filled. The President shall sign all checks during this interim period,

Section 4.5 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 President shall be filled automatically by the Vice President and resulting vacancy in the office of Vice President shall be filled from the Board.

Section 4.6 Compensation: The members of the Board shall serve without compensation for time or labor but may be compensated for reasonable and necessary actual expenses as determined and individually approved by the Board.

ARTICLE V NOMINATIONS, BALLOTING AND ELECTIONS

Section 5.1 Annual Election: The annual election of Officers and Directors shall be conducted by secret written ballot, except that if no nominations are received by the Corresponding Secretary as provided in Article V, Section 5.2.3, no ballot will be necessary. In this case, the persons selected by

the Nominating Panel will be declared elected by the Recording Secretary at the annual meeting of the UBSDA. If additional nominations have been made as provided in Article V, Section 5.2.3, the Chairperson of the Tally Panel shall report the results of the election to the Recording Secretary at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the Board shall be declared elected. The winner of a tie vote shall be selected by the toss of a coin.

Section 5.2.0 Nominations: No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Article.

Section 5.2.1 Nominating Panel: Before April 1ST of each year, the Board shall select a Nominating Panel from among the Regular Members in good standing, consisting of five members and two alternates, none of whom shall be a member of the current Board of Directors. In choosing the members of the Nominating Panel, the Board should try to ensure that different parts of the country have representation on the Panel. The Board shall name one member of the panel to serve as Chairperson, who shall be responsible for setting times and dates for Nominating Panel meetings and for

reporting results to the Corresponding Secretary. The Nominating Panel may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing by postal or e-mail to all members of the Panel within ten (10) days.

Section 5.2.2 Nominees: The Nominating Panel shall nominate from among the Regular Member in good standing of the UBSDA, one (1) nominee for each expiring position on the Board of Directors and shall procure signed, written acceptance of nomination and a resume from each nominee. The Nominating Panel should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position. The Nominating Panel shall submit its slate of candidates accompanied by each candidate's resume to the Corresponding Secretary on or before June 1ST of each year. The Corresponding secretary shall mail the list to the Regular members on or before July 1ST of each year. The list shall include the full name of each nominee, the resume for each nominee, and the state in which the nominee resides

Section 5.2.3 Additional Nominations: Additional nominations of eligible members may be made by submitting a written petition, signed by at least five (5) regular members in good standing, addressed to the Corresponding Secretary and received at the Corresponding Secretary's postal address no later than August 15TH, provided such nomination is accompanied by a signed, written acceptance of the nomination and a resume from each additional nominee. No person shall be nominated for more than one position.

Section 5.3 Annual Meeting Tally Panel: Prior to the Annual Meeting, for the purpose of counting the ballots, the Board of Directors shall select three Regular Members in good standing, to serve as the Tally Panel. The Board shall name one member of the Tally Panel as Chairperson, who shall receive from the Corresponding Secretary all mail-in ballots and who shall report the results of all ballot counts to the Corresponding Secretary. The Corresponding Secretary will announce the results at the Annual Meeting and include the results with the Annual Meeting Minutes published in the Beacon

Section 5.4 Ballots for the Annual Election: If one or more additional nominations are received by the Corresponding Secretary prior to the deadline, the Corresponding Secretary shall, no later than September 1st, mail individually to each Regular member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the nominee's resumes and states of residence, together with a blank envelope and return envelope addressed to the Corresponding Secretary marked "ballot" and bearing the name of the Regular Member to whom it was sent. So that ballots shall remain secret, each voter shall seal his or her vote in the blank envelope and return that envelope in the one addressed to the Corresponding Secretary. To be valid, the ballots must be received by the Corresponding Secretary at least one (1) week prior to the Annual Meeting. The Tally Panel shall check off the names of the Regular Members in good standing for the current fiscal year prior to opening the outer envelopes and removing the blank envelopes. They shall be responsible for certifying the voters and the results of the election at the Annual Meeting, when the results are announced. All ballots and the envelopes in which they were received shall be given to the Corresponding Secretary who shall keep them for two (2) years as part of the UBSDA's official records.

Section 5.5 Assuming the Duties of Office and Transfer of Club Records: The newly-elected Officers and Directors shall take office at the beginning of the new fiscal year. All retiring Officers shall turn over to the successors to their office all properties and records relating to that office, and in their possession, within fifteen (15) days after the beginning of the new fiscal year.

Section 5.6 Special Tally Panel: In the event that it becomes necessary to hold a secret vote other than at the Annual Meeting, the Board will appoint a Tally Panel of three Regular Members in good standing within close proximity to the Corresponding Secretary to count the ballots. The Board shall name one (1) member of the Tally Panel as Chairperson, who shall receive from the Corresponding Secretary all mail-in ballots and who shall report the results of all ballot counts to the Corresponding Secretary. The Corresponding Secretary will provide the results to the Board and publish the results in the Beacon.

Section 5.7 Ballots for a Special Vote: In the event it becomes necessary to hold a vote other than at the Annual Meeting, the Corresponding Secretary will send a ballot to every Regular Member in good standing, using the procedure described in Section 5. The Board will set the time frame for sending and the return of the ballots.

ARTICLE VI CONTRACTS, LOANS AND CHECKS

Section 6.1 Contracts: The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the UBSDA.

Section 6.2 Loans: No loan shall be contracted on behalf of the UBSDA, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3 Checks, Drafts, Etc: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the UBSDA shall be signed by the UBSDA Treasurer, or such agent of the UBSDA and in such a manner as shall from time to time be determined by the Board.

ARTICLE VII COMMITTEES AND PANELS

Section 7.1 Appointing Committees of the Club: The Board shall each year appoint such standing committees as needed to advance the operation of the UBSDA or to aid the Board on particular projects. Such committees shall always be subject to the final authority of the Board. The Board may assign the selection of committee members and/or committee chairs to the President if it so wishes.

Section 7.2 Appointing Subcommittees of the Board: In accordance with New Mexico statutes, the Board may choose to appoint subcommittees of itself to promote its ability to act. Such subcommittees shall be composed entirely of serving Board Members. Such subcommittees of the Board shall in all cases present a report to the Board, and only the Board acting as itself shall ratify or reject the report. These subcommittees of the Board shall not have the power to act as if they were the Board.

Section 7.3 Terminating (Sub)Committee Appointments: Any committee appointment may be terminated at any time by majority vote of the full membership of the Board. The Board shall then give written notice to the appointee(s) whose services are terminated, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VIII DISCIPLINE

Section 8.1 UKC Suspension: Any member who is suspended from the privileges of the UKC shall be automatically suspended from the privileges of the UBSDA for a like period of time.

Section 8.2.0 Charges Against Members: Any member may bring charges against another member for violations of the UKC Rules and Regulations or misconduct prejudicial to the best interests of UBSDA or the Breed. The charges must be in writing, and must allege with specificity the violations and/or misconduct which are alleged to have been committed by the member being accused. It is not sufficient to merely allege a violation has taken place, or that a person committed misconduct. The charges must specifically identify how the person allegedly violated the rule and/or what the misconduct was and how the misconduct was prejudicial to the club or breed. Any documentary evidence supporting the allegations must be attached to the charges. If there is none,

the charges must be accompanied by at least one (1) written affidavit of a witness other than the complainant who witnessed or heard, or otherwise has demonstrable personal knowledge of, the alleged violation or misconduct that is subscribed and sworn to under penalty of perjury in the presence of a notary public.

Section 8.2.1 Manner of Filing: The original charges (along with the supporting documents and/or affidavit(s)) must be filed with the Recording Secretary, and accompanied by ten (10) additional copies of same together with a certified check in the amount of one hundred-fifty dollars (\$150.00), which is non-refundable if the charges are not sustained following a hearing. The original, ten (10) copies, and certified check shall be sent certified mail, return receipt requested.

Section 8.2.2 Procedure After Filing: Within ten (10) days after receiving the properly filed charges, the Recording Secretary shall distribute one (1) copy of the charges to each Board Member. A copy of the charges shall be sent by certified mail, return receipt requested, to the person(s) being charged.

Section 8.2.3 Time for Response: The person(s) being charged shall have twenty one (21) days following receipt of the charges to file a written response to same with the Board by sending an original and ten (10) copies of his or her response, via certified mail, to the Recording Secretary. The response may include documentary evidence, as well as affidavits of witnesses to the events complained of.

Section 8.2.4 Board's Review: The Board shall review the charges and any response thereto and make an initial determination whether or not the allegations contained in the charges, together with any response thereto, merit a hearing on this issue of whether or not violations have taken place or misconduct has been committed. If there exist any questions of fact regarding the events as determined by a majority vote of the Board, which, if proven to be true, would constitute violations of the UKC rules and regulations, and/or misconduct prejudicial to the best interests of the Association or the breed, the Board must hold a formal hearing within thirty (30) days after the Board votes to hold a hearing, at a time and place as convenient as possible to the complainant(s), the respondent(s) and a majority of the Board. If there is no agreement on a location after two (2) votes of the Board, the hearing shall be held in Kalamazoo, Michigan. The initial vote to determine whether or not to hold a hearing, and the participation in the hearing by some of the members of the Board may be by conference telephone call, the expense of which shall be borne by the UBSDA. Both sides may be represented by counsel at their sole expense. Both sides may call witnesses and present evidence. The Board shall render a written decision within fourteen (14) days following the conclusion of the hearing. The decision shall be reached by a majority vote of the Board. If a majority of the Board votes that no violation has occurred and/or no misconduct has been committed, a notice that "there is no cause for action" shall be sent to both parties and thereafter the records of such proceeding shall be destroyed. Until such time as a decision of the Board has been rendered following a formal hearing, all proceedings of the Board regarding this matter shall be confidential so as not to expose the Board to charges of slander and/or libel in disseminating accusations which may later prove to be false. The only information which is considered public

information and capable of being distributed for the information of the club in general is the final decision of the Board following a formal hearing.

Section 8.3.0 Charges against Board Members: Any member may bring charges against any Board Member for violations of the UKC Rules and Regulations, misconduct prejudicial to the best interests of the UBSDA or the Breed, or failing to perform the duties required of that Board Member's office. The charges must be in writing, and must allege with specificity the violations and/or misconduct which are alleged to have been committed by the member being accused and/or the duties which were not performed. It is not sufficient to merely allege a violation has taken place, duties were not performed, or that a person committed misconduct. The charges must specifically identify how the person allegedly violated the rule and/or what duties he or she did not perform and/or what the misconduct was and how the misconduct was prejudicial to the club or breed. Any documentary evidence supporting the allegations must be attached to the charges. If there is none, the charges must be accompanied by at least one (1) written affidavit of a witness other than the complainant who witnessed or heard, or otherwise has demonstrable personal knowledge of, the alleged violation or misconduct or nonperformance that is subscribed and sworn to under penalty of perjury in the presence of a notary public.

Section 8.3.1 Manner of Filing: The original charges (along with the supporting documents and/or affidavit(s)) must be filed with the Recording Secretary and the President, and (accompanied by ten (10) additional copies of same together with a certified check in the amount of one hundred-fifty (\$150.00), which is refunded if the charges are sustained following a hearing, or if the Board Member 'cures' the charges.) The original, ten (10) copies, and certified check shall be sent to the Recording Secretary by certified mail, return receipt requested. One (1) copy shall be sent certified mail to the President.

Section 8.3.2 Club Procedure After Filing: The Recording Secretary shall distribute one (1) copy of the charges to each Board Member within ten (10) days after receiving the same. A copy of the charges shall also be sent to the UKC and the Board Member(s) being charged by certified mail, return receipt requested.

Section 8.3.3 Opportunity to Cure: Prior to a Board Member being charged with non-performance of his or her duties, the complaining party must first send written notice to the Recording Secretary and the Board Member complained of specifying which of his or her duties the Board Member is allegedly neglecting. No payment shall accompany this notice. The Board Member shall have ten (10) days following receipt of the written notice in which to cure his or her non-performance; or to provide proof to the rest of the Board and the complaining party of their good faith undertaking to cure any defect in the performance of his or her duties, including the reasons why the same cannot be completed within ten (10) days but containing assurances that they will be completed with all deliberate speed, which shall end the matter. If the Board Member does not remedy any defect in his or her performance within the ten (10) day time period, or does not give adequate assurances to the Board that any defect in his or her performance will be cured with all deliberate speed beyond

the ten (10) day time period, then charges for non-performance shall proceed as any other charges would.

Section 8.3.4 Appointment of Hearing Panel: Once a Board Member has been charged, all the members of the Board shall each appoint one UBSDA member in good standing to hear the charges against the Board Member (the "Hearing Panel"). The Hearing Panel shall be appointed within twenty-one (21) days after the receipt of the charges by the Recording Secretary. Unless called as a witness by either side, the sitting Board Members shall have no further involvement in the resolution of the matter, except that the Board Member charged shall participate as the respondent, and the person(s) bringing the charges shall participate as the Complainant(s).

Section 8.3.5 Time for Response: The Board Member(s) being charged shall have twenty-one (21) days following receipt the appointment of the Hearing Panel to file a written response to same with the Hearing Panel by sending an original and ten (10) copies of his or her response, via certified mail, to the Hearing Panel. The response may include documentary evidence, as well as affidavits of witnesses to the events complained of.

Section 8.3.6 Duties and Procedures of the Hearing Panel: The Hearing Panel shall review the charges and any response thereto and make an initial determination whether or not the allegations contained in the charges, together with any response thereto, merit a hearing on this issue of whether or not violations have taken place, duties have not been performed, and/or misconduct has been committed. If there exist any questions of fact regarding the events as determined by a majority vote of the Hearing Panel, which, if proven to be true, would constitute violations of the UKC rules and regulations, and/or misconduct prejudicial to the best interests of the Association or the breed, the Hearing Panel must hold a formal hearing within thirty (30) days at a time and place as convenient as possible to the complainant(s), the respondent(s) and a majority of the Hearing Panel. If there is no agreement on a location after two (2) votes, the hearing shall be held in Kalamazoo, Michigan. The initial vote to determine whether or not to hold a hearing, and the participation in the hearing by some of the members of the Hearing Panel may be by conference telephone call, the expense of which shall be borne by the UBSDA. Both sides may be represented by counsel at their sole expense. Both sides may call witnesses and present evidence. The Hearing Panel shall render a written decision within fourteen (14) days following the conclusion of the hearing. The decision shall be reached by a majority vote of the Hearing Panel. If a majority of the Hearing Panel vote that no violation has occurred and/or no misconduct has been committed, a notice that "there is no cause for action" shall be sent to both parties and thereafter the records of such proceeding shall be destroyed. Until such time as a decision of the Hearing Panel has been rendered following a formal hearing, all proceedings of the Hearing Panel regarding this matter shall be confidential so as not to expose the Board or the Hearing Panel to charges of slander and/or libel in disseminating accusations which may later prove to be false. The only information which is considered public information and capable of being distributed for the information of the club in general is the final decision of the Hearing Panel following a formal hearing.

Section 8.4 Communicating Complaints to the Board: All communications from the membership in the form of complaints (other than as specified above) shall be in writing and mailed to the Recording Secretary via US Mail. The use of e-mail for membership communication that is in the nature of a complaint is specifically prohibited. No member may impose any deadlines for response on the Board other than as specified herein. It shall be grounds for disciplinary action for any member to harass or coerce any Board Member.

Section 8.5 Penalties: The Hearing Panel may impose such penalties consistent with the nature of the offense which has been proven before it, and shall include both suspension from the UBSDA for periods ranging from one month to one year, and expulsion from the UBSDA for periods ranging from one year to life, but the Hearing Panel shall not be limited to choosing between suspension and expulsion. In the event that the Hearing Panel decides on a penalty of Expulsion for Life, this penalty must be confirmed by a majority written ballot of Regular Members in good standing at the next Annual Membership Meeting. If the Expulsion for Life is not sustained at the Annual Membership Meeting, the penalty shall become Expulsion for One Year. Any expelled member shall be immediately removed from office and barred from serving in office again.

ARTICLE IX AMENDMENTS

Section 9.1 How Initiated: Amendments to the Constitution and By-Laws and to the Standard of the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by twenty (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 with the Board of Directors' recommendations to the membership for a vote within three (3) months of the receipt of the petition by the Recording Secretary. Under no circumstances shall any poll of the membership be considered as a vote. All votes on Constitutional and Breed Standard changes must be submitted to the membership for a formal vote.

Section 9.2 Voting: Each member shall receive a ballot via US Mail from the Corresponding Secretary on which to indicate a choice for or against the action to be taken. The notice shall plainly state that the ballot is due to be returned to the Corresponding Secretary via US Mail by a specific date, not less than thirty (30) days from the date of mailing.

The ballot may be included with the ballot for the annual election, or may be a separate mailing. A favorable vote, as specified below, of the regular members in good standing whose ballots have been returned within the time limit shall be necessary to pass any amendment. The votes required are as follows:

- a) For all amendments except those which pertain to changes or modifications to the UKC Breed Standard for the Belgian Shepherd Dog, a two-thirds (2/3) favorable vote of valid ballots;
- b) For changes, alterations or modifications of the UKC Breed Standard for the Belgian Shepherd Dog proposed by the Board of Directors which directly reflects FCI changes, a majority favorable

vote of valid ballots. Any language conversion controversy shall be adjudicated by the FCI and the UBSDA jointly.

c) For other changes or modifications to the UKC Breed Standard for the Belgian Shepherd Dog, a three-fourths (3/4) favorable vote of valid ballots.

Section 9.3 UKC Approval: No amendment to the Constitution or By-Laws that is adopted by the UBSDA shall become effective until it has been approved by the UKC.

ARTICLE X BREED STANDARD

Section 10 Breed Standard: The official Breed Standard has been based on the FCI (Federation Cynologique Internationale) Standard of the Breed, It is the belief of this organization that the official Breed Standard of the Belgian Shepherd Dog should not be changed or modified from time to time at the whim of various individuals. Utmost care has been taken to insure that those individuals who are approved by the UKC to judge the Belgian Shepherd Dog have a working knowledge of the correct type, structure and character of our Breed.

The official breed standard for the Belgian Shepherd Dog shall be prepared by the United Kennel Club, Inc., working in conjunction with a person or committee appointed for that purpose by the UBSDA. The United Kennel Club, Inc. holds the copyright to the Belgian Shepherd Dog breed standard and may amend it at any time after consultation with the UBSDA. The UBSDA may propose an amendment to the standard at any time, provided that:

- 1) The amendment is brought before the regular members in good standing for a written vote in accordance with this Constitution and By Laws and,
- 2) Such amendment receives an affirmative vote from $\frac{3}{4}$ of those casting valid ballots, unless the purpose of such amendment is to bring the standard into compliance with a change in the FCI standard, in which case a simple majority of those casting valid ballots is required to pass.

ARTICLE XI PUBLICATIONS

Section 11.1 UBSDA Official Publication: The UBSDA may create and/or circulate any informative publication to its membership. Such publication shall be established and approved by a majority of the Board of Directors. The Beacon is hereby established as such a publication, and the Beacon shall be published at least quarterly, as specified by the Board of Directors and shall be the official media for the publication of UBSDA business. If the Beacon cannot be published for whatever reason, the Board shall see that a newsletter is published in its place containing all necessary official notifications.

Section 11.2 UKC Official Publication: The official publication of the UKC shall be the official news media of the UBSDA for official requirements or notices as deemed necessary by the UKC. This includes but is not limited to UKC rules pertaining to judges, dog shows, and the Breed Standard.

ARTICLE XII LOCAL CLUBS

Section 12 Local Clubs: Local Clubs shall be admitted to the UBSDA upon approval of their Constitution and By-Laws by the Board of Directors and the UKC. Local Clubs seeking affiliation with the UBSDA must send a copy of their Constitution and By-Laws to the UBSDA Recording Secretary and to the UKC along with a complete list of their Officers and current members.

ARTICLE XIII DISSOLUTION

Section 13 Dissolution: The UBSDA 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 UBSDA, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the UBSDA nor any proceeds thereof nor any assets of the UBSDA shall be distributed to any members of the UBSDA, but after payment of the debts of the UBSDA, its property and assets shall be given to a charitable organization benefiting dogs, which shall be selected by the UKC.

ARTICLE XIV CERTIFICATION

Section 14.1 Original Certification: I hereby certify that the foregoing Constitution and By-Laws, consisting of fourteen (14) pages, including this page, constitute the By-Laws of the United Belgian Shepherd Dog Association, Inc., adopted by its Board of Directory as of August 21, 1992.

/Signature/ Sarah Sawyer, President

/Signature/ Susan Morlan, Secretary

The following signed the "Affidavit of Acceptance of Appointment as Initial Director of UBSDA, Inc.":

- Susan Morlan 8/21/1992
- Sarah Sawyer 7/2/1992
- JaAnne LaFear 7/22/1992
- Joe M. Salmons 6/25/1992
- Patricia A. Perkins 6/30/1992
- Joanne Thielen 6/26/1992

The original Certificate of Incorporation is dated October 21, 1992.

Section 14.2 Amendment: We hereby certify that the foregoing Constitution and By-Laws, consisting of ten (10) pages, including this page, constitute the amended Constitution and By-Laws

of the United Belgian Shepherd Dog Association, Inc., duly adopted by its membership in accordance with the then-current Constitution and By-Laws on the ____ day of the month of _____ in the year _____.

Signed _____

Print name and office:

Date:

Signed _____

Print name and office:

Date:

Signed _____

Print name and office:

Date:

Signed _____

Print name and office:

Date: