

THE CONSTITUTION OF THE BULLDOG CLUB OF AMERICA (“BCA”)

Approved by the AKC July 10, 2012

ARTICLE I FOREWORD

SECTION 1. In recognition of the changes which have occurred since BCA was organized in 1890, and incorporated under the laws of the State of New York on February 29, 1904, and desiring to form a more effective organization through which people in the United States of America (including Territories and Possessions), actively interested in the bulldog breed, may unite in the accomplishment or pursuit of the purposes for which this Club was formed we, the members of The Bulldog Club of America, establish and adopt this revised Constitution.

SECTION 2. The objects of the Club were well stated by the founders. Without essential change, we restate our purposes as follows:

1. To maintain a standard of excellence for the guidance of breeders, owners and judges.
2. To improve the breed through encouragement of effort directed toward approach to, or attainment of, the degree of excellence set forth in the standard of the bulldog breed.
3. To stimulate interest in competitive public showings of bulldogs.
4. To further the interests of the breed.
5. To work for the general good of breeders, owners and exhibitors of bulldogs.

ARTICLE II POLICY

SECTION 1. Believing that the best interests of the breed in a country as large as ours are best served by sectional groups united in a strong national organization, we declare our policy to be to support and promote the general welfare of local bulldog specialty clubs, the objects and conduct of which are in harmony with the purposes of this Club.

ARTICLE III DEFINITIONS

SECTION 1. For the purpose of clarity, the Constitution and By-Laws will use the prefix “National” before the National Officers and “Division” before the Division Officers, (i.e., National Secretary, Division Secretary).

SECTION 2. The use of male pronouns shall be understood to include female pronouns.

SECTION 3. “Standard Operating Procedures” (“SOPs”) are rules of the Club adopted by the Council by majority vote.

SECTION 4. “Majority vote” means “more than half”; and when the term majority vote is used without qualification it means more than half the votes cast in the affirmative by persons legally entitled to vote, excluding blanks or abstentions. A two-thirds (2/3) vote means at least two-thirds of the votes cast in the affirmative by members legally entitled to vote, excluding blanks or abstentions.

SECTION 5. “Meetings” means gatherings to discuss and conduct business of the Club where the attendees can see and/or hear each other.

SECTION 6. “Vacant” or “Vacancy” means a situation where the incumbent is or has been removed from office, dies, relocates his personal residency outside the Division, resigns, or is unable to discharge the powers and duties of the office.

SECTION 7. "Member Clubs" means a Bulldog Specialty Club that has been voted into membership.

SECTION 8. "Quorum" means the number of voting attendees required to conduct a meeting.

SECTION 9. "RRONR" means Robert's Rules of Order Newly Revised (Current Edition).

SECTION 10. The term "the Club" means The Bulldog Club of America.

ARTICLE IV FORM OF ORGANIZATION

SECTION 1. The basic unit of the Club shall be the member, who may be an individual or a Bulldog Specialty Club.

SECTION 2. Because of the size of our country and the great distances separating some members from others, and to provide for effective and equitable administration, Divisions shall be established by suitable groupings of states.

SECTION 3. Each Division shall conduct the affairs of the Club in its assigned grouping of states and shall advise the Council in matters which, although pertaining to the Division, are required to be acted upon by the national government. The Council shall give great weight to the advice of a Division upon a matter peculiar to that Division.

SECTION 4. The Club shall be governed nationally by a representative Council and by Officers elected by the members.

ARTICLE V DIVISION ALIGNMENT / GOVERNANCE

SECTION 1. The Divisions of the Club shall be as follows: The country shall be divided into a maximum of eight (8) Divisions made up of groupings of states within a geographical region. The alignment of states shall be detailed in the Club's Standard Operating Procedures. The states within a Division may only be amended to provide effective and equitable operation of BCA business throughout the country. A realignment of any state or states within the Divisions may only occur after notification of the proposed realignment to the members of the affected Divisions, a majority vote of each of the Division Boards affected, and subsequently by a two-thirds (2/3) affirmative vote of the Council.

SECTION 2. Each Division shall be governed by a Board (which includes the President, Vice President, Treasurer, Secretary and Governors) elected by the members residing in such Division in accordance with the Division By-Laws.

ARTICLE VI MEETINGS AND VOTING

SECTION 1. The business of the Club and the Divisions shall be conducted at meetings, except as provided herein. All meetings of the Club, except for the Annual Meeting of the Councilors, which must be conducted in accordance with this Constitution and By-Laws, may be conducted by any means that permits the proper debate of the issues and accurate recording of the votes of the members.

SECTION 2. Meetings and any vote conducted outside a meeting, other than membership votes, shall require a quorum to conduct business. The presence of a quorum at a meeting shall be determined at the commencement of the meeting. The quorum for a vote outside a meeting shall be determined by the number of votes cast. The quorum for each meeting or vote shall be as follows:

- a. Executive Committee: Majority of the Committee members
- b. Council Meetings: Majority of Councilors
- c. Division Board: Four (4)
- d. Committees: Majority of the Committee
- e. Biennial Member Meetings within the Divisions: Seven (7)

SECTION 3. There shall be no absentee or proxy voting at any meeting or in any vote conducted outside a meeting.

SECTION 4. Voting Outside Meetings

- a. For issues not requiring a secret ballot/vote, voting on an issue may be undertaken at other than a meeting, where:
 - i. the issue has been previously discussed at a meeting and a motion was passed to obtain additional information that was subsequently provided to all the members eligible to vote and to continue the meeting for a vote after such information has been provided. This shall be considered a continuation of the meeting.
 - ii. procedures have been detailed in Council approved SOPs to conduct votes between meetings that ensure the ability of voting members to participate.
- b. The votes shall be tabulated and certified to the members eligible to vote in a timely manner, including the individual votes of the members.
- c. For issues requiring a secret ballot, voting shall be consistent with the secret ballot voting procedures detailed in the Council approved SOPs which shall give deference to RRONR, where applicable.
- d. All votes taken within the authority of the Club's governing documents outside of a meeting must be entered into the minutes of the next regularly scheduled or special meeting of the voting members.

SECTION 5. E-mail voting. Notwithstanding anything to the contrary herein, e-mail voting and discussion may only be used if a Council-approved SOP with respect to e-mail voting provides for the following:

- a. Every member eligible to vote must be provided with the means to participate.
- b. A procedure must be in place to verify the identity of the individuals participating to ensure that they are members eligible to vote.
- c. A mechanism must be in place to verify that the members eligible to vote are participating.
- d. All members eligible to vote must agree to participate in this manner.
- e. There is an established response time for the vote.

SECTION 6. All meetings whether physical or electronic must be properly recorded and/or reported.

SECTION 7. National and/or Division Secretaries may send members notification of Club meetings, dues notices, minutes and newsletters, and may send Executive Committee, Councilors or Division Board members notification of meetings via e-mail, provided the member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member, Executive Committee member, Councilor or Board member due to circumstances beyond the Club's control.

ARTICLE VII THE COUNCIL

SECTION 1. Legislative Authority

- a. The legislative power of the Club shall be vested in the Council of The Bulldog Club of America, which shall consist of elected Councilors. Constitution and/or By-Laws amendments shall be proposed by the Council consistent with Article IX herein.
- b. The Council shall adopt SOPs.
- c. The Council shall designate standing and/or ad hoc committees and define their responsibilities in SOPs.
- d. The Council shall keep a journal of its proceedings, and annually or more frequently publish the same to the members of the Club. The Council vote shall be made a matter of public record to the BCA membership.
- e. The Council shall have power to make appropriations from the revenues of the Club, for the general and specific purposes set forth in the Foreword.
- f. The Council shall have no power to create or incur debt, for the payment of which funds are not immediately available except for required obligations, if any, established by the Council-approved National Show Rules and Procedures set forth in the SOPs.

SECTION 2. Role of National Officers in the Council

- a. The National President shall be President and presiding officer of the Council; the National Vice President shall act in the absence or disability of the National President; the National Secretary shall be the Secretary of the Council; the National Treasurer shall be the Treasurer of the Council.
- b. The President may vote only when the Council is evenly divided on any question. The other National Officers shall have no vote in the Council.
- c. The National Officers shall be informed concerning all matters submitted to the vote of the Council, so that they may inform the Council of matters in their particular care.

SECTION 3. Councilor Election and Replacement of Vacancies

- a. The elected Councilors shall be chosen biennially by the voting members of each Division.
- b. A Councilor shall be at least twenty-five years of age and shall be a permanent resident of the Division in which he is nominated and elected. At such time as the elected Councilor is no longer a permanent resident of the Division in which elected, the office shall be deemed vacant.
- c. The times, places and manner of holding elections for Councilors shall be in the same manner as the Division Officers as prescribed by the Division By-Laws, Article IV, Section 3.
- d. Elected Councilors shall be apportioned among the several Divisions according to the respective number of voting members on the thirty-first day of December in even number years. The number of voting members in each Division shall be certified to the Division Treasurer in the biennial year by the National Treasurer, no later than January 31st. The number of elected Councilors shall not exceed one for every 50 voting members, but each Division shall have at least one elected Councilor.
- e. When a Councilor vacancy occurs the Division Board may appoint an interim successor until such time as a special election by the Division membership can be held to fill the vacancy.

SECTION 4. Council Meetings

- a. Regular Meetings: The Council shall assemble annually in person in conjunction with the Club's National Specialty show. The Council may assemble at such other times and places as may be agreeable to a majority of the Councilors voting. If there is no assembly agreed upon for any quarter-year, the Council shall act by vote upon any matter submitted to it by the Executive Committee.
- b. Special meetings of the Council shall be called by the President or by the Secretary upon receipt of a written request signed by at least twenty five percent (25%) of the Councilors from each Division. Such special meetings shall be held at such place, date, hour and method as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be provided by the National Secretary at least thirty (30) days and not more than sixty (60) 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 notice provisions provided for herein may be waived only upon unanimous consent of the Council, which shall be evidenced in writing.
- c. Councilor Absences
 - i. In the event a Councilor cannot attend a Council meeting, an alternate Councilor(s) may attend with full voting privileges for that meeting only.
 - ii. Alternate Councilors shall be appointed by the Division President from the following in preferred sequence: Division President, Division Vice President, Division Secretary, Division Treasurer and a Division Governor, and if not these, some other BCA member who resides in and is a member of that Division.

ARTICLE VIII OFFICERS / EXECUTIVE COMMITTEE

SECTION 1. Executive Power. The executive power shall be vested in an Executive Committee consisting of the officers of the Club, and such Councilors as may reside in the Division in which a majority of the officers reside. The President of the Club shall be chairman of the Executive Committee.

SECTION 2. Officers and Terms of Office.

- a. The officers of the Club shall be a President, a Vice President, a Treasurer, a Secretary and a Delegate to the American Kennel Club. No National Officer, except the AKC Delegate, shall be eligible to concurrently hold more than one office (National or Division) during each term. The AKC Delegate is permitted to concurrently serve as an AKC Delegate and on the Division Board or to concurrently serve as the AKC Delegate and a Councilor.
- b. The AKC Delegate shall serve until his successor is elected and accepted by the AKC. Any other National Officer shall serve for a term of two (2) years or until his successor is elected and assumes office.

SECTION 3. Election and Replacement of National Officers

- a. The officers shall be elected by the voting members of the Club as follows.
 - i. The designated Division from which the Officers of the Club shall be chosen biennially shall be in succeeding numerical sequence to the next higher division from the one presently having these officers. If the designated Division Board declines to nominate National Officers, the next higher Division from the one declining shall become the designated Division. When the cycle is complete it shall be repeated in sequence starting with Division 1 to Division 2, etc.
 - ii. The Board, with the exception of the President, of such designated Division shall constitute the

Nominating Committee. The nominees for the offices of National President, National Vice President, National Treasurer and National Secretary shall be permanent resident members of the Designated Division. The nominee for the office of Delegate to the American Kennel Club shall be a resident member of the United States of America.

- iii. The nominations shall be submitted to the Council prior to or during the annual Council meeting held in the even numbered years. The Council may not amend the nominations by the deletion of any name; but the Council may, by majority vote of the Councilors voting at the annual Council meeting, in its discretion make one additional eligible nomination for each or any office.
 - iv. If the Council does not add names to the ballot, resulting in only one candidate for each office, the National Secretary shall suspend the designated election procedure and cast a single ballot without polling the entire membership.
 - v. If there is more than one candidate for any office, an Election by the membership shall be held. A Ballot containing the names of all nominees for each contested office and a return envelope addressed to the Club Secretary shall then be sent in the month of January to each voting member and member club in good standing as of December 31 of the even numbered year with instructions to the voting member and member club to return the enclosed ballot in the enclosed envelope to the Club Secretary no later than March 15. Election Day shall be held at the second quarter meeting of the Executive Committee. The National Secretary shall present the unopened returned ballots to the Executive Committee, or to an independent teller committee assigned by the Executive Committee, which shall serve as the teller committee, making a list of all persons voted for and the number of votes for each. The Council shall be the judge of the election returns and qualifications of the Officers and the Councilors.
 - vi. The persons having the greater number of votes for each office shall be the officers of the Club. The members shall be informed promptly as to the election results. If there is a tie vote for any office, then the Council by majority vote of Councilors voting by ballot shall break the tie.
- b. A vacancy in the office of President or President-Elect shall be filled by the Vice President or Vice President Elect, respectively. A vacancy in any other National Officer position (i.e., Vice President, Secretary, Treasurer, and/or AKC Delegate) shall be filled pursuant to Election Procedures as follows:
- i. The Executive Committee at the next regularly scheduled Executive Committee meeting, or at a duly convened special meeting of the Executive Committee, shall appoint an interim successor to serve until a special election can be conducted to fill the remainder of the term. The Executive Committee's appointed interim successor shall be the Executive Committee's nominee. The Board of the Division from which the majority of the Executive Committee is chosen (i.e., Designated Division Board) may not amend the nomination by deletion, but they may make one additional nomination. If the Designated Division Board does not add an additional nomination, the National Secretary shall suspend the Special Election and cast a single vote for the Executive Committee's appointed interim successor who shall then serve the remainder of the vacated term.
 - ii. If there is more than one nominee, a ballot containing the names of nominees for the office shall then be sent to each Councilor and returned to the Chairperson of a Teller Committee appointed by the President. The Teller Committee shall provide the National Secretary with a list of all persons voted for and the number of votes for each. The nominee with the greater number of votes shall be elected and shall serve the remainder of the vacated term. Should there be a tie, the National President shall, by vote, break the tie.

SECTION 4. Meetings

- a. **Regular Meetings.** The Executive Committee shall meet quarterly at such day, hour, and place and by such method as may be designated by the Committee members. Notice of each such meeting shall be provided by the National Secretary at least ten (10) days prior to the date of the proposed meeting.

- b. **Special Meetings.** Special meetings of the Executive Committee may be called by the National President or by a majority vote of the members of the Executive Committee; such meeting shall be held at such place, date, and hour and by such method as may be designated by the Committee Members. Notice of such meeting shall be provided by the National Secretary at least five (5) days and not more than thirty (30) days prior to the meeting, unless the Executive Committee unanimously votes to waive notice. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted.

ARTICLE IX AMENDMENTS

SECTION 1. The Council, by a two-thirds (2/3) affirmative vote of the entire Council, may propose amendments of the Constitution to the members. If needed, the Council, in its discretion, may establish an Ad Hoc committee to review the Constitution and/or the By-Laws and recommend necessary amendments to the Council. Amendments may also be proposed by the petition of members having at least 20% of the total number of certified voting members in the last annual certification by the National Treasurer to the Council. Such proposed amendments shall be submitted to the American Kennel Club (AKC) for comment prior to submission to the membership for vote. When approved by a two-thirds (2/3) affirmative vote of the members voting, the amendments shall be submitted to the AKC for final approval and shall become effective no earlier than when said approval is received from the AKC.

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in RRONR (Current Edition) shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with this Constitution, BCA's By-Laws and any other special rules of order the Club may adopt to supplement the Constitution and/or By-Laws to clarify their meaning or fulfill their direction.