

Constitution of French Brittany Gun Dog Association of America, Inc.

Revised By-Laws adopted 4-1-06

ARTICLE I

ASSOCIATION NAME AND MARK

This Association shall be known as French Brittany Gun Dog Association of America, Inc., Club de l'Epagneul Breton des Etats-Unis d'Amerique, Epagneul Breton Club, U.S.A. hereinafter also referred to as the "Association." A specimen of the official corporate name, emblem and service mark are attached to this Constitution as Exhibit "A."

ARTICLE II

OBJECTIVES

The objectives of the Association shall be to:

- A. Protect the Epagneul Breton breed and maintain the standard laid down in field work, appearance and conformation for the Epagneul Breton, also known as the French Brittany Spaniel.
- B. To maintain separation of the Epagneul Breton breed from the American Brittany breed in the United States and insure for perpetuity the maintenance of a studbook and registry containing purebred Epagneul Bretons, such official registry to be administered and maintained by the United Kennel Club, Inc., located in Kalamazoo, Michigan, U.S.A. Members of the Association will strive to maintain the Epagneul Breton breed as a breed separate and distinct for the breed's unique qualities and characteristics.
- C. Require judges at field trials, tests of natural ability (T.A.N.), conformation competitions/shows sponsored by the Association and sanctioned/licensed by the United Kennel Club, Inc. to judge strictly as possible according to the official standards, rules, policies and procedures employed by the original breed association known as the Club Epagneul Breton of France, which is the country from which the Epagneul Breton breed originated.
- D. In conjunction with the United Kennel Club, Inc. (hereinafter "UKC") as sanctioning entity, to organize and conduct gun dog field trials, tests of natural ability (hereinafter designated as T.A.N.), hunt tests, conformation testing and conformation competitions (shows) that are designed specifically for foot hunting and gun dogs, incorporating as far as possible, the French standards for field events and the official F.C.I. standard for the breed as adopted and employed by the Club Epagneul Breton of France.
- E. Encourage members to hunt their dogs and to enter them in UKC sanctioned gun dog field trials, tests of natural ability and conformation competitions (shows) strictly regulated for the foot hunter and close working gun dogs.

- F. Encourage members to breed from or with Epagneul Bretons that have been officially confirmed, certified and registered by this Association (previously) or the United Kennel Club, Inc. producing certifiable and registerable progeny from foundation breeding stock which have proven themselves as gun dogs in the field, which conform to the official conformation standard of the Epagneul Breton breed and which are of sound health.
- G. Gather and disseminate to Association members and the general public up to date information and data from relevant scientific research in canine genetics and psychology and other information pertinent to maintenance, development, training, breeding and enhancement of the Epagneul Breton breed.
- H. Present trophies/certificates/awards at field trials, tests of natural ability (T.A.N.), hunt tests, conformation competitions (shows) and other events as sponsored by the Association, affiliated clubs at the local level or at any such event sanctioned by the United Kennel Club, Inc.
- I. To seek affiliation with other organizations promoting and protecting the Epagneul Breton breed, to include but not be limited to the Club Epagneul Breton in France and such other organizations supporting and promoting the breed in Europe and around the world as are suitable and appropriate.
- J. To promote responsible and ethical breeding practices through a Code of Ethics that will protect the breed's unique and desired traits, dependability and health.
- K. To provide the media and public with information about the Epagneul Breton breed.
- L. To in all ways possible prevent any breeding of Epagneul Bretons to American Brittany dogs, dogs without the requisite amount of verifiable parentage to be certified and registered as purebred Epagneul Bretons, or the crossbreeding of Epagneul Bretons to dogs of other breeds.
- M. To provide a forum for fellowship, mutual cooperation and development of friendships among owners and fanciers of the Epagneul Breton breed.
- N. To promote the conservation of game and specifically upland game birds in the United States and around the world and to preserve and promote the heritage of hunting in the United States and around the world.
- O. To preserve and promote the training of gun dogs and the heritage of hunting upland game birds with gun dogs in the United States and around the world.

ARTICLE III
ASSOCIATION PROFITS

The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, fees, sales or donations to the Association shall benefit any member or individual. The Association shall endeavor to acquire and maintain status and designation as a non-profit organization with the Internal Revenue Service of the United States and the State of Missouri, or any other applicable state under which the Association is organized in the future.

ARTICLE IV
RULES FOR LICENSED EVENTS

All events sponsored by the Association will be run in accordance with the rules, policies and procedures adopted by the French Brittany Gun Dog Association of America, Inc. and the rules, regulations and procedures for gun dog field trials, tests of natural ability (T.A.N.), hunt tests and conformation competitions/shows as administered and enforced by the United Kennel Club, Inc. It is the intent and fundamental purpose of the Association to follow as closely as possible and practical the rules, policies and procedures of the Club Epagneul Breton, the original and foundation breed association located in France so long as such rules are approved by the United Kennel Club, Inc. as official sanctioning entity in the United States.

ARTICLE V
REVISIONS

The members of the Association shall adopt and may from time to time revise the Constitution and Bylaws as proposed by the Board of Directors and as may be required to carry out these objectives. Such revisions shall be voted on and enacted by a simple majority of a quorum of the general membership at an annual meeting of the general membership or alternatively by general ballot submitted to the general membership for voting, as may be designated by the Board of Directors.

ARTICLE VI
POLICY OF NON-DISCRIMINATION

It shall be the official policy of the Association that the Association shall not discriminate against any person or member upon the basis of race, sex, age, religion, creed or national origin.

ARTICLE VII
OFFICE

The principal office of the Association in the State of Missouri shall be located at Jeff City Filing, 222 E. Dunklin, Suite 102, Jefferson City, Missouri 65101. The Association may have such other offices, either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Association may require from time to

time. The Association Board of Directors may hereafter designate an additional central business office address from time to time which shall be located in the area where the President shall reside and an alternate place of business and alternate business office address for the purpose of banking and filing of such legal documents as are from time to time incidental to the business of the Association which alternate office shall typically be located in the area where the Treasurer shall reside.

ARTICLE VIII

MEMBERS

The Association shall have members. Any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors as set forth herein unless expressly reserved to the members. All rights which would otherwise vest in the members under the Missouri Non-Profit Corporation Act or any similar act of any other state under which the Association may hereafter be organized shall vest in the Association's Board of Directors, unless expressly reserved to the general membership as specified in the Constitution and Bylaws.

EXHIBIT "A"
TO CONSTITUTION OF
FRENCH BRITTANY GUN DOG ASSOCIATION OF AMERICA, INC.

(specimen of corporation's registered trademark)



BYLAWS OF
FRENCH BRITTANY GUN DOG ASSOCIATION OF AMERICA, INC.

ARTICLE I
MEMBERSHIP

Section 1. Eligibility. There shall be six types of memberships open to any individual person, breeder, owner, or fancier of Epagneul Bretons (French Brittany Spaniels) regardless of race, sex, age, religion, creed or national origin who makes application and is approved for membership, subscribes to the purposes and objectives of the Association, agrees to abide by the Association Constitution and Bylaws, Code of Ethics and Rules, Policies and Procedures, and who is in good standing with the Association and any official registration body or kennel club which may hereafter be designated by the Association as an official registration body/kennel club for the Epagneul Bretons. A seventh membership known as an "Affiliate" membership shall be open to entities or organizations who desire an official affiliation with the Association.

Section 2. Types of Membership.

Section 2.1. Single Membership. Open to members 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Association.

Section 2.2. Charter Membership. Single or supporting members who joined the Association on or before January 1, 1998, shall be entitled to the designation "Charter Member."

- Section 2.3. Family/Household Membership. Open to any two designated members of a household. Each family/household membership is entitled to two votes, one by each designated family member, so long as such members are eighteen (18) years of age.
- Section 2.4. Honorary Membership. The Board of Directors may elect to honorary membership any member in good standing or any non-member who meets the eligibility requirements for membership. An affirmative vote of two-thirds of the Directors present at a meeting of the Board, or two-thirds of the entire Board voting by written consent in lieu of official meeting shall be required to elect an honorary member. Honorary members shall be exempt from dues, unless they voluntarily desire to pay dues and become a voting member or unless a member makes a donation of such membership dues for the honorary member. No honorary member may vote unless he/she elects to pay dues and become a voting member.
- Section 2.5. Junior Membership. Junior membership is open to any individual who is 7 to 17 years of age. Juniors may convert to regular membership upon reaching their 18th birthday. Junior members shall not be entitled to vote nor eligible to hold office, but shall be eligible to participate in all events and compete for titles, trophies or awards offered by or through the Association.
- Section 2.6. Supporting Membership. Same as single membership except that supporting members shall make a voluntary annual contribution in the form of a membership fee set by the Board of Directors and shall be afforded such additional benefits of membership as determined by the Board of Directors to include recognition in the Association magazine.
- Section 2.7. Affiliate Membership. Affiliate membership shall be open to any entity, organization or club which desires an official affiliation with the Association. Affiliate members shall not be entitled to vote or hold office. Dues for affiliate members may be waived by vote of two-thirds of the Directors present at a meeting of the Board.
- Section 3. Membership Dues.
- Section 3.1. Amount. Annual membership dues shall be determined by the Board of Directors not to exceed the following charges per membership per year absent modification of the annual membership fee by the Board of Directors.
- Single, Charter, Honorary and Affiliate Memberships - \$25.00
 - Family Membership - \$40.00
 - Junior Membership - \$10.00
 - Supporting Membership - \$100.00
- Section 3.2. Payment of Dues. Dues are due and payable on or before the 1st day of September of each year for the following calendar year.

Section 3.3. Dues Statement. On August 15 of each year, or as soon thereafter as possible, the Association shall send to each member a statement of dues and renewal application for renewing membership for the coming year.

Section 3.4. Nonpayment of Dues. No member may vote, hold any office or serve on any committee whose dues are not paid for the current year. The membership of any member who has not paid his/her dues by January 1 of the corresponding calendar year shall lapse. After written notice to the member whose membership has lapsed, such member may apply to the Board to renew the membership.

Section 4. Application for Membership and Renewal.

Section 4.1. Submitting the Application. Each applicant for original membership or renewal of membership in the Association shall apply on a board-approved application which shall provide that the applicant agrees to abide by the Constitution, Bylaws, Rules, Policies and Procedures, and Code of Ethics of the Association and the rules and regulations of the United Kennel Club, Inc. and to support the work and objectives of the Association. The prospective member shall submit the completed application and dues payment for the applicable year to the Secretary or such person designated to receive the application and dues payment. Any person who pays the full membership fee for the applicable year in which the person becomes a New member shall be afforded the privileges of membership through December 31, of the subsequent calendar year and shall be sent a dues renewal notice contemporaneously with the other members in the following calendar year. The original application or any renewal application shall be processed in due course and the member approved, unless brought before the Board by the Secretary and rejected by a majority of the Board of Directors for failure to comply with the conditions of membership.

Section 5. Termination of Membership. Memberships may be terminated for any of the following reasons.

Section 5.1. Resignation. Any member in good standing may resign from the Association upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Association. Dues are considered an obligation to the Association and are incurred in full the first day of each fiscal year and no portion of any dues payment shall be refundable.

Section 5.2. Lapse/Non-Renewal. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 1 of that year, unless membership is reinstated within thirty (30) days after written notice of the lapse by tender of a completed renewal application

along with the dues payment for the applicable year. A tender of dues with an application to renew membership may result in reinstatement in the discretion of the Board of Directors when the membership has lapsed or expired after more than thirty (30) days written notice. In no case may a person be entitled to vote at any Association meeting, hold any office, serve on any committee or to have the privileges of membership whose dues are unpaid.

Section 5.3. Suspension. Any member may be suspended by the Board of Directors for good cause and for failing to comply with the conditions of membership. Such suspension may be for a specified period of time or may be indefinite in the discretion of the Board of Directors. Any member who is suspended or barred from the privileges of the United Kennel Club, Inc. may be suspended or barred from the privileges of membership in the Association for the same period of time, at the discretion of the Board of Directors of the Association.

Section 5.4. Expulsion. A membership may be terminated by expulsion for cause as provided in Article X, Section 4 of these Bylaws.

ARTICLE II

MEMBERSHIP BENEFITS

Section 1. Benefits. Members will receive the Association's magazine, periodic updates and publications sent to the general membership, and invitations to events sponsored by the Association. Members shall also receive discounts for other products and services from time to time as determined by the Board of Directors. Supporting Members shall receive such additional benefits as determined by the Board from time to time.

Section 2. Cooperative Advertising Benefits. The Board of Directors shall have the authority to implement policies and procedures which permit persons desiring to receive referrals as breeders to be listed in cooperative advertisements for an annual advertising fee as determined by the Board of Directors. The terms, form, manner and cost of such listings or advertisements shall be set by the Board of Directors. Members who qualify under the Breeder Cooperative Advertising Agreement application may elect to pay such fees to be listed as a Breeder and may also receive certain benefits of any cooperative advertising done by the Association. However, any services such as the breeder listing on the Association internet site and web page located at www.frenchbrittany.org are provided on a strictly voluntary basis, as a service to assist in the promotion of the Epagneul Breton breed. Consequently, no member is entitled to any such services, and no portion of the annual dues paid by a member shall be deemed consideration for such services which are provided solely in the discretion of the Board of Directors. In this connection, the

Association may make reasonable efforts through the magazine and electronic mail addresses to track puppies and dogs for sale (as notified by members) and to refer inquiries. However, it shall be the sole responsibility of the member to pay any related costs or fees and to supply such information and to allow sufficient time for said information to be published to the public. All previous references in the Association's documents or publications which refer to "certified breeders," "registered breeders" or "breeders" are null, void and no longer in effect. The Association does not certify breeders and shall only be composed of members. The Association internet site and web page listings providing for cooperative advertising shall be updated annually prior to January 1 of each calendar year. Any other periodic updates or listings during the year shall be solely at the reasonable convenience of the party/contractor maintaining/updating the internet site and web page and as provided by any policies and procedures adopted by the Board of Directors.

Section 3. Ownership and Control of Association's Official Website. The Association and its members shall collectively be the owner of record of all material posted on the Club website found at www.frenchbrittany.org. The Association and its collective members shall own and be entitled to maintain the registered domain name and to control the website hosting engine. Likewise the Association and its members via designated committee members shall pay for and control any rights to or modifications to the website material, the website hosting engine, and the website domain name. At least two Officers or Directors of the Association shall be vested with the passwords and other information necessary to maintain and update the Association website. No single individual shall ever acquire any legal or ownership interest in any aspect of the Association's Official Internet Website.

ARTICLE III

CERTIFICATION AND REGISTRATION

Section 1. Officially Designated Registration Body and Sanctioning/Licensing Entity. The United Kennel Club, Inc. of Kalamazoo, Michigan is hereby accepted and designated to the membership and general public by the Association as the official registration body for the Epagneul Breton breed in the United States and an official registration body for the breed around the world. The United Kennel Club, Inc. is further accepted and officially designated to the membership and general public by the Association as the official sanctioning entity for field trials, tests of natural ability (T.A.N.), any subsequently enacted hunt test and all conformation competitions (shows) and will publish, disseminate, administer and enforce the rules, regulations and procedures for all such competitions. The Association may supplement such rules, so long as approved by the United Kennel Club, Inc.

Section 2. Pedigrees and Registration Records. Certification and registration of Epagneul Bretons will hereafter be done by and official pedigrees issued by the United Kennel Club, Inc. of Kalamazoo, Michigan. The UKC registry and studbook for the Epagneul Breton breed shall be maintained for perpetuity in the normal course of the UKC's business and such records shall constitute the official registry and studbook record for the Epagneul Breton breed in the United States and an official registry and studbook for the Epagneul Breton breed around the world, and shall supercede the registry and studbook previously developed, administered and maintained by the Association subsequent to its founding in 1997. The Board of Directors shall designate a person or persons to serve as Single Registration Coordinator on behalf of the Association, and to assist the United Kennel Club in evaluating and processing applications for single registrations of Epagneul Bretons by the UKC.

ARTICLE IV **ASSOCIATION YEAR**

Section 1. Fiscal Year. The Association's fiscal year shall begin on the 1st day of January and end on the 31st day of December. "Fiscal Year" is the period during which the Association's accounting is complied.

Section 2. Official Year. The Association's official year shall begin on May 15 of each calendar year and end on May 14th of the subsequent year. "Official Year" is the period during which the Association's Officers and Directors shall take office and serve out a portion of their term for the corresponding official year.

ARTICLE V **MEETINGS**

Section 1. Board Meetings. The annual official business meeting of the Board of Directors shall be held in conjunction with the annual Association membership meeting. Meetings of the Association Board of Directors shall be held at such times and places as the Board of Directors shall from time to time designate and may occur by telephone or video conference or in person. Written notice of each such meeting shall be published to the Board members by the Secretary at least seven (7) days prior to the date of the meeting via U.S. Mail or electronic mail at the address designated to the Corporate Secretary by each Officer or Board member. The quorum for such a meeting shall be a majority of the Board. Proxy voting at any regular or special Board meetings shall not be allowed.

Section 2. Special Board Meetings. Special meetings of the Board may be called by the Association President or by the Secretary upon receipt of a written request signed by at least four members 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 Secretary shall publish notice of such meeting at least

seven (7) days prior to the date of the meeting as provided in Section 1 above. Any such notice shall state the purpose of the meeting and no other business shall be transacted at such meeting unless unanimously agreed by all Directors in attendance. The quorum for such a meeting shall be a majority of the Board. The Board of Directors may also take action from time to time via written consent in lieu of meeting provided that a quorum for such action shall be a majority of the Directors, each signing a written consent to the action taken.

Section 3. Electronic/Telephonic Meetings. Upon a vote of a majority of the Board of Directors, the Association and Board members may use telephonic communication or electronic mail, web pages, message boards and other means of electronic communication to facilitate Association business or to conduct Board meetings, other than the annual official business meeting of the Board of Directors.

Section 3.1. Association Board Discussions. No on-line discussion will be sanctioned by the Association, absent a majority vote of the Board of Directors.

- a. Notice. Written on-line discussions shall be emailed to all Association Board members in good standing who have supplied email addresses so that all may have the opportunity to participate.
 1. A designated email list, chat room or message board with instructions how to access the list, room or message board shall be provided to each participating Member;
 2. The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place shall be included in the post. No other Association business shall be discussed.
- b. Quorum. No quorum shall be required for Association
- c. Voting. No vote may be taken on any motion, unless subsequently approved by unanimous written consent of the Board of Directors.
- d. Minutes. The designated monitor shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying email from the list, or by taking notes of the discussion.

Section 3.2. Regular Board Discussions via Electronic Mail. A majority of the Board may vote at a regular meeting to designate a regular date, time and email list, chat room or message board for Board discussions.

- a. Notice. These regular discussions may be held without notice but shall be published to all Officers and Directors and a record of such notice maintained by the Secretary.

- b. Quorum. A quorum for these discussions shall be a majority of the Board members.
- c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the action taken is prepared by the Secretary and signed by the Board member clearly indicating the Board member's approval or disapproval of the motion as received via mail, electronic mail or fax by the Secretary within fifteen (15) days of the electronic vote. Board members shall be notified by mail or email of the results of all balloting.
- d. Minutes. The Secretary shall be responsible for keeping minutes of any action taken via these Board discussions by using chat room logs, copying messages from the message board, copying email from the list, or by taking notes of the discussion.

Section 4. Annual Membership Meeting. The annual meeting of the Association membership shall be held at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be printed in the newsletter/magazine of the Association or website and shall be published to the membership not later than fifteen (15) days prior to and not sooner than ninety (90) days prior to the meeting. The quorum for this and all other Association membership meetings shall be 10% of the members in good standing for the applicable year.

Section 5. Special Membership Meetings. Special membership meetings may be called by the President or by a two-thirds vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail via written consent in lieu of meeting and shall be called by the Secretary upon receipt of written consent or request for a special meeting from the requisite number of Directors. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least fifteen (15) days and not more than ninety (90) days prior to the date of the meeting, and said notice 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 good standing.

Section 6. Voting. Each Association member in good standing (other than Honorary and Youth members) whose dues are paid for the current year shall be entitled to vote at any meeting of the general membership at which the member is present or by mail ballot signed by such voting member(s). Proxy voting shall not be permitted at membership meetings.

Section 7. Passage of Resolutions by General Membership. The general membership shall be provided a forum and opportunity to pass resolutions or to otherwise make formal recommendations to the Board of Directors concerning conduct

of the business of the Association at any annual membership meeting or special membership meeting. Any such action or resolution shall be made pursuant to the applicable version of Robert's Rules of Order. Such resolutions or recommendations shall be advisory in nature and shall be taken up by the Board of Directors at the next regular meeting of the Board of Directors. After consideration of and passage of such action or resolution by the Board of Directors, or modification of same in the Board's discretion, such action, if approved shall take force and effect on the date passed unless an effective date is otherwise specified.

ARTICLE VI

DIRECTORS AND OFFICERS

- Section 1. Board of Directors. The Board of Directors shall be composed of the President, Vice President, Secretary and Treasurer and not less than three (3) or more than eight (8) Directors elected at large from the membership, all of whom shall be members in good standing and all of whom shall be qualified and elected as provided in Article VII and shall serve until their successors are elected. In addition, the immediate past President who completes a term of office of at least one year to which he/she was duly elected (as opposed to being appointed to fill a vacancy for a portion of a year) shall automatically serve as a voting member of the Board for a period of one year, if not designated to hold an at large seat on the Board of Directors or to fill another office. General management of the Association's affairs shall be entrusted to the Board of Directors acting by and through the Officers of the Association.
- Section 2. Terms of Office. The Officers of the Association shall serve for the remainder of their present terms and thereafter Officers shall serve for two (2) year terms or until their successors are elected. The Association shall endeavor to diversify the leadership by taking into account as much as practical the geographic location and residence of Officers and Directors. Officers and Directors shall not be limited in the total number of terms of office for which they may be duly elected to serve during their lifetime, but no Officer shall consecutively serve for more than a single term for a particular Officer position except the Corporate Secretary, whose terms shall not be limited in number. The members of the Board of Directors shall be elected for three year terms designed to expire in different years, and shall serve for no more than two consecutive terms as a Director prior to ceasing to serve as a Director for a period of one year. Any Director which has served two consecutive terms may also serve a term in one or more Officer positions as provided herein, but shall not be elected or appointed to fill a Director seat unless such person has not held a Director seat for more than one year (which one year period may include service in one or more Officer positions.) Any Officer or Director who misses two consecutive Board meetings shall be removed from the Board of Directors and deemed to have resigned their position, unless the absent Officer or Director has secured an excused absence or a majority of the

Board members present and voting at the meeting from which the Officer or Director is absent for the second time votes to excuse one or both of the absences.

Section 3. Officers. The Association's Officers, consisting of the President, Vice President, Secretary and Treasurer and any Assistant Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Association and its membership meetings and general business and the Board of Directors and its meetings. All Officers must be in good standing with the Association and the United Kennel Club, Inc. All Officers must own and hunt, field trial or show in conformation competition Epagneul Bretons in order to qualify for office, must have been a member of the Association for a period of two years prior to assuming office and shall have served on at least one standing committee of the Association prior to being nominated for such office. Officers shall have a substantial knowledge of and have demonstrated an exceptional devotion and commitment to the protection and advancement of the Epagneul Breton breed and the objectives of this Association.

Section 3.1. President. The President shall preside at all meetings of the Association and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws.

Section 3.2. Vice President and Assistant Vice Presidents. There shall be a Vice President elected to serve who shall perform such duties as requested by the President and Board of Directors. The Association may elect Assistant Vice Presidents to assist in managing the affairs of the Association in designated areas of responsibility. The Assistant Vice Presidents shall assist the President when and where possible in their designated areas of responsibility. In the event that the President resigns or becomes unable to serve for any reason, the Vice President shall have and assume the duties and exercise the powers of the President until officially installed by the Board as President. A person becoming President by virtue of a vacancy in the office shall serve as President until the next annual election at which the President shall be elected for the remainder of the present term of office. The Vice President shall also serve on the Board of Directors for his/her term of office. Any Assistant Vice Presidents elected shall not be entitled to serve on the Board of Directors solely by virtue of being chosen to serve as an Assistant Vice President but may serve as a Director if otherwise elected to the Board.

Section 3.3. Secretary. The Secretary shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; and the Secretary or

his/her designee shall have charge of the correspondence, including but not limited to:

- a. Notifying members, officers and directors of meetings and events;
- b. Notifying new members of their election to membership;
- c. Keeping a roll of the members of the Association with their addresses, phone numbers and email;
- d. Accept membership applications (original and renewing) and corresponding with new members;
- e. Preparing, printing and mailing official Association ballots;
- f. Receiving nominations and certifying the qualification of candidates for Officer and Director positions;
- g. In the death, absence or incapacity of the President and Vice President designated to serve as interim President, carrying out the duties and exercising the powers of the President; and
- h. Carrying out other such duties as are prescribed in these Bylaws or as directed by the Board of Directors.

The Association through the Board of Directors may in its discretion select and designate Assistant Secretaries to assist the Secretary during his/her term of office in various areas as the business of the Association requires. Such Assistant Secretaries shall not become a member of the Board of Directors solely by virtue of their appointment to assist the Secretary.

Section 3.4. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Association. Moneys shall be deposited in a bank designated by resolution of the Board of Directors, in the name of the Association. The books shall at all times be accurate, up to date, and open to inspection by the Board and/or Officers. A Statement of Financial Condition for each fiscal year containing a description of revenue and expense categories shall be published to the membership on an annual basis through the Association magazine or other appropriate publication sent to the general membership. A report shall be given at every meeting of the Board of Directors or general membership concerning the condition of the Association's finances. At the annual business meeting of the Board of Directors and of the general membership, a written accounting shall be rendered by the Treasurer of all general categories of moneys received and expended during the previous fiscal year. In the event of the resignation, death, incapacity, suspension or expulsion of the Treasurer, all moneys and account books of the Association shall be handed over to the President and Board of Directors until the

office of Treasurer is filled. The President shall sign all checks during this interim period. The Association shall maintain in force and effect a fidelity bond covering the Treasurer in an amount deemed appropriate by the Board of Directors, but not less than Five Thousand Dollars (\$5,000.00). The Board of Directors may in its discretion designate an Assistant Treasurer to assist the Treasurer during his/her term of office. Such Assistant Treasurer shall not become a member of the Board of Directors by virtue of such appointment.

Section 3.5. Directors. Each member of the Board of Directors shall be elected for a term of office of three (3) years unless a shorter initial term is specified for a new additional seat being filled by the Board of Directors as provided and permitted by these Bylaws. Director terms of office shall be filled as presently designated and any future seats filled shall be established for staggered terms, such that no more than three of the Association's Directors' terms shall expire within a single calendar year. Any person appointed or nominated to serve as a member of the Board of Directors shall be qualified for such office and any such person nominated by petition shall present proof of satisfaction of such qualification to the Secretary, who shall pass upon the validity of such nomination in writing within three (3) days of receiving such nomination. Any person appointed by the Board of Directors or nominated by the Nominating Committee or by petition of the members shall have been a member of this Association for a minimum period of two (2) years prior to assuming office, shall have served on a standing committee of the Association for at least one (1) year, and shall demonstrate a substantial knowledge of and devotion and commitment to protect and advance the Epagneul Breton Breed and the objectives of this Association. Any person nominated by petition shall secure the signature of at least one Officer or present member of the Board of Directors and four additional members in support of such Nomination Petition in order to qualify for election to office.

Section 4. Vacancies. Any vacancies occurring on the Board or among the Officers during the Association calendar 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 Board and any resulting vacancy in any other office shall be contemporaneously filled by the Board. Any such Officer or Director seat filled by interim appointment shall thereafter stand for election by the general membership at the next annual election to the remainder of the unexpired terms of the office assumed by virtue of appointment by the Board of Directors.

Section 5. Compensation. The Officers and members of the Board shall serve without compensation for time or labor but may be compensated for actual reasonable and necessary expenses in conducting the Association's business, if approved by the Board.

Section 6. Private Disputes. The Officers and Board of Directors shall not act as arbitrator of any dispute among members nor shall the Officers and Board of Directors be required to mediate or settle private disputes involving members. The Board of Directors shall act to conduct the business of the Association for the betterment of the entire membership.

ARTICLE VII

ELECTIONS

Section 1. Annual Election. The normal and customary election of Officers and Directors whose terms are expiring shall be conducted by secret written ballot of the general membership in good standing for the year during which such election shall be held, except that if no nominations are received by the Secretary as provided in Article VII, Section 2.4, no ballot will be necessary. In this case, the persons selected by the Nominating Committee will be declared and certified as elected by the Secretary on April 1 of such year. If additional nominations have been made as provided in Article VII, Section 2.4, an election by mail ballot shall be required. The nominated candidate receiving the greatest number of votes for each office or position on the Board shall be declared elected and shall promptly assume office.

Section 2. 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 2.1. Nominating Committee. Before November 15, the President in consultation with the Board shall select a Nominating Committee, consisting of three (3) members and one (1) alternate, all members in good standing, only one of which may be a member of the current Board of Directors. The President shall name one member of the Committee to serve as chairperson, who shall be responsible for setting times and dates for committee meetings and for reporting results to the Association Secretary. The Nominating Committee 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 to the Secretary and to all members of the committee promptly and no later than within ten (10) days after such decision concerning nominations is made.

Section 2.2. Tally Committee. The Nominating Committee may also serve as the Tally Committee, unless a separate Tally Committee is designated by the Board of Directors. The chairperson of the

Tally Committee shall report the results of the election to the Secretary, who shall receive all ballots and maintain them for safekeeping for a period of at least one (1) year.

Section 2.3. Candidates. The Nominating Committee shall nominate from among the eligible members of the Association, one candidate for each office as designated up for election by the Board and for each expiring position on the Board of Directors and shall procure acceptance of each nominee. The Nominating Committee should consider geographical location and residence in representation of the membership when selecting nominees to the extent that it is practicable. No person shall be nominated for more than one expiring Officer position. Officers whose terms are expiring may be nominated as Board members as provided herein above in these Bylaws. The Nominating Committee shall submit its slate of nominated candidates to the Secretary not later than January 30. The Secretary shall cause the list of nominees to be published to the membership on the Association website or in the first semester issue of the Association magazine and prior to March 1 of the applicable year, including the full name of each candidate and the state in which the candidate resides, so that members may make additional nominations, as provided in the next section, if they so desire.

Section 2.4. Additional Nominations. Additional nominations of eligible members for any Officer or Director position may be made by written Nomination petition submitted to the Secretary in a form approved and provided by the Board. Such nominations shall be endorsed and signed by at least five (5) Association members in good standing for the year in which the election is to be held, one of which must be a present Officer or member of the Board of Directors. Such nominations shall be addressed to the Secretary and received at the Secretary's regular address on or before March 31 of the applicable election year, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position as Officer or Director.

- a. If no valid additional nominations are received by the Secretary on or before March 31 of the applicable election year, the Nominating Committee's slate of candidates shall be declared and certified elected by the Secretary. In such event no balloting will be required.
- b. If one or more valid nominations by petition are received by the Secretary on or before March 31, the Secretary shall determine whether each candidate nominated is properly qualified for such election as provided in these Bylaws and will notify the prospective candidate in writing if such candidate is determined not to be qualified. The Secretary

will mail to each member in good standing as of April 1 of the applicable calendar year during which the election is occurring a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the chairperson of the Tally Committee at the chairperson's usual and customary address (such envelope shall not contain postage which will be supplied by the voting member). Ballots shall be mailed to the membership for voting by April 15 of the applicable year.

Section 2.5. Counting the Ballots. Ballots must be returned by U.S. mail postmarked to the chairperson of the Tally Committee not later than April 30. Ballots postmarked after that date shall be declared invalid and not counted, but shall be kept for safekeeping for a period of one year from the date of the election. The chairperson shall set a meeting time for the Tally Committee as soon as practicable after April 30 and a place convenient to all committee members, at which meeting the committee shall count the ballots. The chairperson shall report the election results to the Association Secretary immediately and the Secretary shall certify the results in writing as soon as possible and no later than May 10th of the applicable election year. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them as part of the Association's official records until the next election, to include any ballots not timely posted.

Section 2.6. Election Results. Election results will be communicated to the existing Board of Directors and Officers and candidates on the ballot promptly and shall be certified and announced by the Secretary to the general membership via the Association website or in the next publication sent to the general membership.

Section 2.7. Change of Officers and Board Members. The newly elected Officers and Board members shall take office at the conclusion of the annual meeting at which they were elected or as soon thereafter as possible after they are certified by the Secretary to have been elected in the event of a balloted election, but in no event later than May 15th of the applicable calendar year during which the election was held. Each retiring/exiting Officer and Board member shall turn over to his/her successor in office all properties and records relating to that office by May 1st of the applicable year.

ARTICLE VIII
CONTRACTS, LOANS, CHECKS

- Section 1. Contracts. The Board may authorize any Officer, Director or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authorizations shall normally be in writing absent exigent circumstances.
- Section 2. Loans. No loan shall be contracted on behalf of the Association, 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 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 Association shall be signed by the Association Treasurer or President or such other agent or employee of the Association as authorized by the Board of Directors and in such a manner as shall from time to time be determined by the Board.

ARTICLE IX
COMMITTEES

- Section 1. Appointing Committees. The President in consultation with the Board shall each year appoint such standing or additional committees as needed to advance the operation of the Association or to aid the Board on particular projects. Such committees shall always be subject to the final authority of the Board.
- Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by the President which action shall be ratified by a majority vote of the Board upon full written notice to the appointee, and the President in consultation with the Board may appoint successors to those persons whose service has been terminated.
- Section 3. Standing Committees. The following committees shall be permanent and shall be filled by the President in consultation with the Board:
- Section 3.1. Committee on Breeding, Registration and Conformation. This committee shall have a chairperson and shall consist of up to three (3) additional members.
- Section 3.2. Committee on Events. This committee shall have a chairperson and shall consist of up to four (4) additional members and include as chairman the annual meeting coordinator.
- Section 3.3. Committee on Field Trials, Tests of Natural Ability (T.A.N.) and Hunt Test Competitions. This committee shall consist of a chairperson and up to five (5) members. This committee shall develop and coordinate with the United Kennel Club, Inc. any

rules or issues relating to field trials, hunt tests, tests of natural ability (T.A.N.) and any other competitions approved by the Board and shall coordinate all National level field events. However, final approval of all proposed rules to be submitted to UKC or any sanctioning authority which rules are applicable to field competitions shall be vested in the Board of Directors.

Section 3.4. Conformation Show Committee. This Committee shall consist of a chairperson and up to five (5) additional members. This committee shall develop and coordinate any rules or issues relating to conformation events with the United Kennel Club, Inc. and shall coordinate any National level conformation events or training and certification of any persons who may hereafter become and be certified by the Association or the UKC as confirmers of the Epagneul Breton Breed.

Section 3.5. Marketing Committee. This committee shall consist of a chairperson and up to five (5) members. This committee shall develop and provide for the marketing of all Association merchandise.

Section 3.6. International Liaison Committee. This committee shall consist of a chairperson and up to three (3) members and shall promote relations with affiliate and related breed clubs around the world.

Section 3.7. Communications Committee. This committee shall be made up of two subcommittees, the Magazine Committee and the Website Committee, and maybe composed of up to seven (7) members. The editor of the magazine shall have responsibility and authority for assimilating, producing and editing the Association's semi-annual magazine publication known as "L'Epagneul Breton, French Brittany Gundogs in the U.S." However, the editor may in his/her discretion call upon members of the Publications Committee for advice, assistance and input from time to time as may be needed or required. The Communications Website Subcommittee shall also be responsible for developing such additional publications as the business of the Association shall require and publish such information at the Association website located at www.frenchbrittany.org.

Section 3.8. Membership Committee. This committee shall coordinate retention of existing members and recruitment of new members and shall consist of a chairperson and up to five (5) members.

ARTICLE X
DISCIPLINE

- Section 1. Suspension. Any member who is suspended from the privileges of the United Kennel Club, Inc. or any other officially recognized registration body or kennel club may be automatically suspended from the privileges of this Association for a specified time period or indefinitely, at the Board of Directors' discretion.
- Section 2. Charges. Any member may refer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed or in violation of the conditions of membership agreed to in the application for membership. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit via money order or certified check of \$75.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed or in violation of the conditions for membership. If the Board considers that the charges do not allege prejudicial conduct upon which the Board may act, the Board may refuse to entertain jurisdiction and dismiss the charge. If the Board entertains jurisdiction of the charges, it shall hold a hearing by the Board as soon as possible thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing which may be held in person or via telephone conference and a written notice informing that the respondent shall respond in writing to the charges within (30) thirty days.
- Section 3. Board Hearing. The Board shall have complete authority to conduct a hearing via telephone or in person and shall consider the written complaint and charges and the response. The Board may render a decision with the complainant and/or respondent either present or absent, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Association for such time as may be deemed appropriate. If the Board deems that punishment in the form of suspension is insufficient, it may also expel such member. Such member may appeal the general membership for reinstatement at the next annual meeting of the general membership. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.
- Section 4. Expulsion. Expulsion of a member from the Association shall be accomplished only following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent

shall have the privilege of responding through a written response. The President shall read the charges, and the findings and recommendations, and shall supply the written response of the respondent to the Board. The Board shall then vote on the proposed expulsion and may vote by secret ballot if requested by any member of the Board. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand for the period designated. If expelled, the member may petition the Board to appeal such expulsion to the general membership by giving notice of intent to appeal at the next annual meeting of the Association. Such notice of appeal shall be sent to the Corporate Secretary by the Respondent within thirty (30) days of the date written notice is provided to Respondent of such decision and shall be provided to the Board via certified mail or electronic mail sent by the expelled member/appellant. Such expulsion may be lifted and reversed only by a majority vote of a quorum of the general membership at such meeting at which the appeal is presented.

ARTICLE XI

AMENDMENTS

- Section 1. Proposing Amendments. Amendments to this Constitution and Bylaws may be proposed by the Board of Directors upon publication of notice to the general membership via the Association website or magazine at least (30) thirty days prior to presentation to the general membership for a vote. Amendments may also be initiated by the membership by written petition addressed to the Secretary signed by 10% of the membership in good standing for the year in which the amendment is proposed. Amendments proposed by the Board of Directors may be voted upon at the next annual meeting of the general membership, or by a ballot mailing as set forth in this Article. Amendments proposed by petition of the members shall be promptly considered by the Board of Directors and shall be submitted to the members with the recommendations of a majority of the Board of Directors by the Secretary for a vote (in the Board's discretion) by a quorum of the general membership present and voting at the annual meeting of the general membership at which such amendments are to be considered. Such amendments may also be voted on by mailing a ballot to the general membership if the next Annual Membership Meeting is more than one hundred twenty (120) days away.
- Section 2. Publishing Proposed Amendments. Proposed amendments shall be published on the Association website or in the magazine issue at least (30) days prior to the meeting at which time such vote to enact such proposed amendments shall occur.
- Section 3. Voting Procedures. Proposed amendments to the Constitution and Bylaws shall be voted upon by the membership at the next annual meeting or by ballots which are returned via postmark by a date specified on the ballot.

ARTICLE XII
DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to a charitable organization selected by the Board which exists for purposes which will benefit the Epagneul Breton breed as directly as possible.

ARTICLE XIII
ORDER OF BUSINESS

Section 1. Membership Meetings. At meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Approval of Minutes of Last Meeting
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Membership Chairman
- Report of Treasurer
- Reports of Committees
- Announcement of Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2. Board Meetings. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Approval of Minutes of Last Meeting
- Election of New Members, Officers and Appointees
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XIV
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Association may adopt.

ARTICLE XV
CERTIFICATION

We hereby certify that the foregoing Constitution and Bylaws constitute the official Constitution and Bylaws of the French Brittany Gun Dog Association of America, Inc., duly proposed by its Board of Directors and duly adopted and ratified by the general membership.

Such Constitution and Bylaws shall by the terms of adoption become effective April 1, 2006.

This _____ day of _____, 2006.

FRENCH BRITTANY GUN DOG ASSOCIATION OF AMERICA, INC.

By: _____
President

Attest: _____
Secretary

(Corporate Seal)