

B.I.C.A.



CONSTITUTION ARTICLE

Name and Objects

SECTION 1.

The name of the club shall be the Bracco Italiano Club of America.

SECTION 2.

The objects of the club shall be as follows:

- (a) to encourage and promote quality in the breeding of purebred Bracchi Italiano and to do all possible to bring their natural and desirable qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed as approved by AKC as the only standard of excellence by which the Bracco shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, field trials, hunting tests, or otherwise;
- (d) encourage and assist in maintaining the breed first and foremost as a dual dog true to the purpose of the breed and discourage a split into groups of "show dogs" and "field dogs"
- (e) serve as parent club with AKC and to work towards full recognition. When full AKC recognition is obtained by the Club, this line will be replaced with: serve as parent club with AKC

SECTION 3.

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual. The Officers and Board of Directors of the BICA shall perform their duties without compensation.

SECTION 4:

As defined in Article VII, the members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS ARTICLE I

Membership

SECTION 1.

Eligibility.

There shall be five (5) types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the objectives including the Bylaws and Code of Ethics of the BICA. These memberships are described below:

(a) Individual Voting Membership has all rights, privileges, and responsibilities, including the right to vote and hold office, shall be open to all individuals eighteen (18) years of age or older who have been an Associate or Junior Member for at least one (1) year, who reside in the United States, and live in a household with a Bracco Italiano which they own or co-own. If a voting member lost their Bracco, they would remain eligible for voting membership indefinitely as long as the membership is renewed annually.

(b) Household Voting Membership has all rights, privileges, and responsibilities, including the right to vote and hold office. Only one household member may hold office at any given time. Household membership shall be open to two (2) adult members residing in the same household, at least eighteen (18) years of age or older, who have been an Associate or Junior Member for at least one (1) year, and who reside in the United States, and live in a household with a Bracco Italiano at least one of the members owns or co-owns. If a household membership lost their Bracco, they would remain eligible for voting membership indefinitely as long as the membership is renewed annually.

(c) Associate Membership is open to all persons eighteen (18) years of age and older who are residents of the United States. Associate Members shall enjoy all the privileges of the BICA except the right to vote, hold office, or petition the board. Associate Members shall not count in the determination of a quorum. At any time after the initial twelve (12) months from the date of being approved as an Associate Member by the BICA board, an Associate Member may apply for Voting Membership providing he or she meets the requirements. However, Associate Members are not required to apply for Voting Membership and may continue as Associate Members for an indefinite period of time. They may make application for voting membership any time after the twelve (12) months, but dues will not be prorated. There are no Bracco ownership requirements of an Associate member.

(d) International Membership is for those individuals who are not U.S. residents (or its territories and possessions). They shall be entitled to all club privileges except voting, holding office or petitioning the board. International Members do not count in the determination of a quorum.

(e) Junior Membership – open to individuals under eighteen (18) years of age, a non-voting/non-office holding membership.

SECTION 2.

Dues.

(a) The Board of Directors may change or set dues (not to exceed \$100) or fees for the next official year by majority vote of a quorum of Directors. Dues are payable on or before the October 1 each year (the first day of the fiscal year).

(b) Any member whose dues are not paid for the current year shall not vote, run for office, nominate any person for office, or endorse any applicant for membership.

(c) During the month of August the club shall send to each member a statement of dues for the ensuing year.

(d) Dues may not be prorated.

SECTION 3.

Election to Membership.

Application for membership shall be a two-step process.

All applicants shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agree to abide by the constitution, bylaws, and the rules of the Bracco Italiano Club of America and the American Kennel Club. In addition, each member shall agree to abide by the Bracco Italiano Club of America Mission statement and Code of Ethics.

Prospective members shall first apply as Associate Members.

The application shall be mailed or e-mailed to the acting Membership Secretary. Accompanying the application the prospective member shall submit dues payment for the current year.

After being an Associate or Junior Member for a minimum period of one (1) year, an individual or household may apply for Voting Membership. The Associate to Voting Membership application shall carry the endorsement of two Voting Members, not from the same household, in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year to the Membership Secretary.

All membership applications filed with the Membership Secretary will be published to the membership with 15 days allowed for comment to the board at the next board meeting following the end of the 15 day period, the board will vote on the applicant. Affirmative votes of 2/3 of the directors present at a meeting at which a quorum is present, or 2/3 of the entire board if voting by mail, email, video conference or conference call shall be required to elect an applicant to membership.

An applicant who has received a negative vote by the board may be presented by one of the members in good standing at the next meeting of the club and the members may elect such applicant by secret ballot with a favorable vote of 2/3 of the members present and voting. If such meeting is held by conference call the ballot may be conducted via electronic survey. Applicants for membership who have been rejected by the club may reapply twelve (12) months after such rejection.

SECTION 4.

Termination of Membership.

Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of December 1; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. Once a membership has lapsed, the member must reapply according to Section 3. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of October 1.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings and Voting

SECTION 1.

Club Meetings.

Meetings of the club may be held quarterly at such hour and place as may be designated by the Board of Directors and may be held in person or by conference call. Written notice of each such meeting shall be emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 15% of the voting members in good standing. Suggested quarterly meetings may be held in January, April, July, October each year.

Annual Meeting.

An annual meeting shall be held in January of each year. New officers and Board of Directors will introduce themselves at this meeting.

General Membership Meeting

A meeting of the Club shall be held in conjunction with the National Specialty each year, unless the National Specialty is canceled for uncontrollable circumstances. The quorum for the meeting shall be 15% of the voting members in good standing.

SECTION 2.

Special Club Meetings.

Special club meetings shall be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five voting members of the club who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed/mailed by the Secretary at least 15 days and not more than 30 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 15% of the voting members in good standing.

SECTION 3.

Board Meetings.

Meetings of the Board of Directors shall be held each month at such hour and place as may be designated by the Board. Board meetings may be held in person or by conference call. The first meeting of the Board will be held directly after the election. The Secretary shall, at least ten days prior to the date of the meeting, notify by mail/email the date of such meeting to all the officers/board members. The quorum for such a meeting shall be a majority of the Board. The Secretary shall conduct a roll call vote of each Board Member present and record all such votes in the minutes.

SECTION 4.

Special Board Meetings.

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request via mail or email signed by at least three members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such meeting.

Special Board meetings may be held in person or by telephone conference. Written notice of such meeting shall be mailed/mailed by the Secretary at least five (5) days and not more than ten (10) 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.

(a) The Board of Directors may conduct its business through the Secretary by mail, email, internet, Fax, or telephone, provided it does not conflict with any other provisions of these bylaws. The means of communication must be available and agreed upon by all Board of Directors.

SECTION 5.

Voting.

Each Voting member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the club at which he or she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers and AKC Delegate

SECTION 1.

Board of Directors.

The Board shall be comprised of the four officers and three board members, all of whom shall be voting members in good standing and residents of the United States. All of whom shall be elected for two year terms. The Secretary, Vice President and one Director shall be elected on even numbered years and the President, Treasurer and two Directors shall be elected on odd numbered years as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2.

Officers.

The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the club with their names, addresses, telephone numbers, email addresses and year joined, and carry out such other duties as are prescribed in these bylaws. Upon written request from a member in good standing, the Secretary shall provide a copy of the membership list to that member within seven (7) days.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall have the authority to issue payment for Club expenses of up to \$250.00. Amounts in excess of \$250.00 must be submitted to the Board for approval prior to payment.

(e) AKC Liaison: Until such time as the BICA shall be fully recognized by the AKC and shall then have a delegate, the AKC Liaison shall act as a liaison and point of contact for the Club and AKC and shall be appointed by the Board of Directors. When full AKC recognition is obtained by the Club, the position of AKC Liaison shall be terminated and this paragraph removed from the bylaws to be replaced by the following: AKC Delegate: The AKC Delegate shall be appointed by the Board of Directors every three

(3) years or whenever a vacancy exists, and shall serve as a non-voting member of the Board. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings. The AKC Delegate shall follow all specific voting instruction, if any, designated by the Board of Directors.

(f) Membership Secretary may be appointed by a majority of the Board and have charge of all correspondence regarding membership, notify new members of their election to membership, and keep a record of all current paid up members. The Membership Secretary is a non-voting member of the Board of Directors, unless the Membership Secretary position is held by an elected officer.

SECTION 3.

Indemnification of Officers

To the maximum extent permitted by applicable law and Internal Revenue Service regulations from time to time in effect, the club shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the club as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the club or its members, and, with respect to a criminal action or proceeding if the person had no reasonable cause to believe his or her conduct was unlawful.

SECTION 4.

Vacancies.

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next election by a majority vote of the 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 the resulting vacancy in the office of Vice President shall be filled by majority board vote.

ARTICLE IV

The Club Year, Nominations, Elections

SECTION 1.

Club Year.

The club's fiscal year shall begin on October 1 and end on September 30. The club's official year shall begin January 1.

Elected officers shall take office January 1 and continue to serve through the last day of their two (2) year term.

SECTION 2.

Nominations.

No person may be a candidate in a club election who has not been nominated.

Nominees must be in a Voting membership status for a minimum of one (1) year before being able to run for office. Nominations cannot be made in any other manner that that provided in this section.

(a) By September 15 each year, the Board shall select a nominating committee consisting of at least three (3) members, no more than one (1) of whom may be a board member and whose term is not expiring, and up to two (2) alternates. The Secretary shall immediately notify the committee members of their selection. The committee will choose its own chairman and it shall be his duty to call a committee meeting, which shall be held on or before October 1.

(b) On or before October 15, the committee shall nominate one (1) candidate for each open office and position on the Board, each of whom must be a voting member in good standing. After securing the written consent of each person nominated the nominating committee shall immediately report its nominations to the Secretary in writing.

(c) On or before November 15, the Secretary shall notify each member in writing of the candidates so nominated, and open the election for additional nominations from the membership, which shall be accompanied by the written consent of the person so nominated.

(d) On or before December 1, the Secretary shall notify each member in writing of the final candidates so nominated, including the candidate's full name, and the state in which he/she resides. No person shall be a candidate for more than one position.

(e) If there are no valid additional nominations from the membership postmarked on or before November 30 the Nominating Committee's slate shall be declared elected on January 1 and no balloting will be required.

(f) If there is more than one valid candidate for any open position, balloting is deemed necessary. An independent professional firm designated by the Board shall, on or before December 5, mail to each voting member in good standing whose dues are paid for the current year, a ballot listing all nominees for each position in alphabetical order, with the states in which they reside, together with a blank envelope and a return envelope addressed to the designated professional firm marked "ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter after marking their ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the designated professional firm and post marked no later than January 1. The inspectors of election, or designated professional firm, shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting in January.

SECTION 3.

Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

ARTICLE V

COMMITTEES

SECTION 1.

The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects. The President shall be considered ex-officio on all committees, with the exception of the nominating committee.

SECTION 2.

Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1.

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

SECTION 2.

Charges.

An individual member may prefer charges against another individual member (including an officer or board member) for alleged misconduct prejudicial to the best interests of the club or the Bracco Italiano breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained.

The Board will follow the disciplinary procedures given in their parliamentary authority to investigate the complaint prior to a hearing to determine whether to recommend that further action is necessary including the preferring of charges, if necessary, is warranted.

The steps to be followed are:

1. Confidential investigation by the board
2. Report of the investigation and preferral of charges if warranted
3. Formal notification of the accused
4. Hearing
5. Membership review of the Hearing findings.

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 investigate whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the club. If the board considers that the charges do not allege conduct which could be prejudicial to the best interest of the club or the Bracco Italiano breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter.

The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing date.

SECTION 3.

Board Hearing.

Both complainant and defendant shall be treated uniformly and will both be allowed to have council present at the hearing. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing.

And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. 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, in the board's decision and penalty, if any. If charges are filed against an officer or board member, that individual will be excused from any board hearings and/or votes on the matter.

SECTION 4.

Expulsion.

Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant to speak in his or her own behalf if so chosen. The members shall then vote by secret ballot either at a physical meeting ,or via electronic survey on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

Expulsion of an officer or board member from the Board of Directors.

Any Officer or Board Member may be removed from their position by a majority vote of the quorum of Officers and Board Members. The officer in question must be advised of possible removal thirty (30) days prior and given opportunity to respond.

ARTICLE VII

Amendments

SECTION 1.

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written or email petition addressed to the Secretary signed by 20% of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2.

The constitution and bylaws may be amended at any time provided a copy of the proposed amendment has been mailed or emailed by the Secretary to each voting member in good standing on the date of the mailing/email, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. The favorable mail/email vote of 2/3 of the voting members in good standing who return valid mail/email ballots within 60 days shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

SECTION 1.

The club may be dissolved at any time by the written consent of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION 1.

At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment.

SECTION 2.

At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

New business

Adjournment.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt