

B.I.C.A.

CONSTITUTION

ARTICLE I

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:

- (a) to encourage and promote quality in the breeding of purebred Bracchi Italiani 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 the BICA 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) to discourage the breed from becoming split into groups of "field dogs" and "show dogs" and strive to keep it forever a "dual dog;"
- (e) to work towards AKC Miscellaneous class and the parent club for 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: 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 as defined in ARTICLE VII.

BYLAWS

ARTICLE I

Membership

SECTION 1.

Eligibility.

There shall be four types of membership open to all persons 18 years of age and older who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in the United States of America. The types of memberships are as follows:

- (a) Full Membership: open to all individuals 18 years of age or older. Full membership enjoys all privileges of the club including the right to vote and hold office.
- (b) Family Membership: open to two persons 18 years of age or older who reside in the same household, each enjoying all privileges of the club, including each having one vote. Only one household member may hold an office at a time. One household will receive one newsletter.

(c) Foreign Individual Membership: open to all individuals 18 years of age or older who live outside of the United States. Foreign Membership enjoys all of the privileges of the club, including the right to one vote, but not to hold office.

((c) Foreign Family Membership: open to two individuals 18 years of age or older who reside in the same household outside of the United States. Foreign Family Membership enjoys all of the privileges of the club, including the right to vote, except the right to hold office.

(e)(d) Junior Membership: open to all individuals under the age of 17. Junior Membership enjoys all of the privileges of the club, albeit, this is a non-voting and non-office holding membership.

SECTION 2.

Dues.

Membership dues for each type of membership shall be established by a majority vote of the members present at the July membership meeting for the ensuing year. Dues are payable on or before the 1st day of October of each year (the first day of the fiscal year). No member may vote whose dues are not paid for the current year and/or newly elected to membership in the current year as stipulated in Section 3. During the month of July the Treasurer shall send to each member a statement of dues for the ensuing year. Dues may not be prorated. Members joining after August 1st of any year and paying dues shall be credited as having paid dues for the following fiscal year.

SECTION 3.

Election to Membership.

Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution, bylaws, code of ethics, and rules of the BICA. The application shall state the name, address, and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Treasurer (and a copy to the Secretary) and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

The club shall not discriminate on the basis of race, color, creed, national origin, sex, religion or any legally prescribed classification, in its programs, activities or practices.

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 60 days after the first day of the fiscal year; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the first date of the fiscal year. Once a membership has lapsed, the member must reapply according to Section 3.

(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 shall be held every October, January, April and July at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be e-mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 15 % -of the members in good standing.

(a) Annual Meeting.

The annual meeting of the Club shall be held in January at a place, date, and hour designated by the Board of Directors. Written notice of the Annual meeting shall be mailed to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be at least 15% of the members in good standing.

(b) The biennial gathering event of BICA shall occur every year in the month of October and consist of required (unless canceled due to extreme weather conditions), recommended, and optional elements. These are as follows: Required: (1) a membership meeting, (2) a BICA recognized conformation show, (3) A BICA recognized hunt test (must include all levels), (4) President's address and awards presentation, (5) Auction or other fund-raising activity, (6) Board meeting, (7) and Judging Seminars.

Recommended: (1) Education seminars, (2) and Question and answer with the Board.

Optional: (1) Health clinics, (2) Microchip clinics, (3) Bracco Olympics, (4) and Rescue Parade.

SECTION 2.

Special Club Meetings.

Special club meetings may 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 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/emailed 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 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, via the internet, or by telephone conference. 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 the new officers/board members. The quorum for such a meeting shall be a majority of the board.

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, via the internet, or by telephone conference. Written notice of such meeting shall be mailed/emailed by the Secretary at least 5 days and not more than 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, e-mail, 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 member in good standing whose dues are paid for the current year shall be entitled to one 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

SECTION 1.

Board of Directors.

The board shall be comprised of the officers and three other persons, all of whom shall be members in good standing who are residents of the United States. All of whom shall be elected for two year terms at the club's annual meeting every even numbered year 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 new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their names, addresses, telephone numbers and email addresses, and carry out such other duties as are prescribed in these bylaws.

(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 this amount must be submitted to the Board for approval prior to payment.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 6 persons.

(f) The AKC Liaison shall be an appointed position by majority vote of the officers. This position is responsible for conducting all of the Club's communication with the American Kennel Club and keep informed about changes in the AKC. They will also be informed of the requirements AKC has for new forming clubs. The AKC Liaison may or may not be an officer or board member. The position by itself does not have a vote at board meetings.

(g) 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 3.

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, Annual Meeting, Elections

SECTION 1.

Club Year.

The club's fiscal year shall begin on the first day of October and end on the last day of September. The club's official year shall begin January 1st. Elected officers shall take office immediately at the conclusion of the election at the annual meeting in January and shall continue through the following election at the next annual meeting in January.

SECTION 2.

Annual Meeting.

The annual meeting shall be held in January. Every election year officers and directors for the ensuing two years shall be announced. They shall take office immediately upon the conclusion of the announcement and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3.

Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4.

Nominations.

No person may be a candidate in a club election who has not been nominated. During the month of November, the Secretary shall notify by mail/email all members requesting they submit their nominations for members interested in an Officer or Board of Director position.

(a) The members shall nominate from among eligible members of the club, one candidate for each office and for each position on the Board of Directors (and for AKC Liaison, who may but need not be an officer or director of the club). One person may hold both the Secretary and Treasurer Position. Each member must secure the consent of each person so nominated, and shall immediately report their nominations to the Secretary in writing via mail/email.

(b) Upon receipt of BICA members nominations, the Secretary shall, on or before December 5th, notify each member in writing of the candidates so nominated, including the candidate's full name, and the name of the state in which he/she resides. No person shall be a candidate for more than one position (with the exception of AKC Liaison and Secretary/Treasurer).

(c) An independent professional firm designated by the Board shall, on or before December 5th, mail to each eligible member in good standing whose dues are paid for the current year, a ballot listing all of the 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 1st. 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.

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.

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.

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 \$10.00 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 club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, 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.

SECTION 2.

Board Hearing.

Both complainant and defendant shall be treated uniformly. 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 of 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 3.

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 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. 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 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 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 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 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 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

SECTION 1.

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