

Constitution and BY LAWS of the Canadian Working Belgian Shepherd Association

(Revised & Adopted December 1, 2021)

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ARTICLE I : NAME, COLORS, PROFIT STATUS

SECTION 1. NAME

- a. The name of this association shall be “Canadian Working Belgian Shepherd Association”.
- b. The proper abbreviation of this name shall be "CWBSA."

SECTION 2. COLORS

- a. The colors of the association shall be red, white, and black.

SECTION 3. PROFIT STATUS

- a. The Canadian Working Belgian Shepherd Association is and shall be conducted as a non-profit organization.
- b. No member may derive any income from the association. Persons who, in the course of official duties or in service to the association, incur expenses may apply to the Treasurer for reimbursement of these expenses.
- c. The fiscal year of CWBSA shall begin on January 1 and end on December 31 of each year.

ARTICLE II : OBJECTIVES

The objectives of this association shall be to preserve the Belgian Shepherd Dog in accordance with the Breed Standard as a working dog.

Activities shall:

1. Promote IGP (International Utility Dog trial regulations) training for the working dog, to promote humane training methods for the working dog, and to support responsible dog ownership and breeding practices.
2. Develop, qualify, and license local clubs in Canada and its possessions so that they may conduct IGP trials and tracking tests for the FH degree (Faehrtenhundpruefung).
3. Develop, as decided by the Board of Directors, any other tests to ensure the further development and maintenance of the Belgian Shepherd Dog as a working dog, and to encourage local clubs to implement these tests.
4. Promote training of working dogs among the youth.
5. Support the use of working dogs for search and rescue work, police work, customs and border patrol work, guide dog work, scenting work and in other ways for which working dogs are utilized.
6. Produce a vehicle of communication to promote the objectives of the association.
7. Encourage CWBSA members to become members of the Belgian Shepherd Dog Club of Canada (BSDCC) and register their dogs with the Canadian Kennel Club (CKC). The CWBSA is a Branch Club of the BSDCC since 2020.
8. Conduct annually a National championship and/or selection trials and/or implement a point system to select a team to represent Canada at the FMBB IGP World Championship.

ARTICLE III : PERFORMANCE REGULATIONS

1. The performance regulations for all CWBSA working evaluations shall be decided by the Board of Directors yet shall be based upon international standards. Any changes from the currently accepted trial regulations require approval of the Board of Directors.
2. Only CWDF/FCI-recognized judges that have been approved by the Board shall preside over events sanctioned by the CWBSA.

ARTICLE IV: INDIVIDUAL MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP

This association shall be composed of four (4) types of individual memberships.

a. Full Membership

Full members shall be provided with an official membership card and shall receive a subscription (if applicable) to the association's official publication. Full members shall be eligible for special awards and privileges as established by the Board of Directors. A full member need not be a resident of Canada.

b. Family Membership

A family membership shall recognize two (2) persons in a family as individual full members of CWBSA with all rights and privileges as described in part "a" above. This membership shall issue each person a separate membership card. It shall include one (1) subscription to the association's magazine (if applicable).

c. Honorary Membership

From time to time, as the association deems appropriate, a person or persons may be offered honorary membership. This is intended to honor a person or persons for an achievement or for a service to the association. Honorary members shall be given a special membership card and shall receive a subscription to the official publication. Honorary members shall have all rights and privileges of membership but shall not vote or hold office.

d. BSDCC Associate Membership

Starting in 2021, all BSDCC members are de facto Associate Members of the CWBSA. As such, BSDCC members can enter CWBSA trials for the BH/VT and IAD tests.

BSDCC members wishing to participate in other titles that are part of the IGP program, can become full CWBSA members at a 30% discounted rate.

SECTION 2. RULES FOR INDIVIDUAL MEMBERSHIPS

a. Annual dues

The General Board of Directors shall establish the amount of dues for all types of membership. Honorary members shall be exempt from annual dues. Dues shall be honored for one (1) year from the date of origin, and payable by March 1.

b. Non-payment of dues

One (1) month before the expiration date of his membership, each member shall be so notified by CWBSA. Any member whose dues are not paid by the expiration date plus an additional reasonable grace period shall have his membership canceled. Such cancellation shall result in loss of all rights and privileges of membership. The Executive Board shall have the authority to set reasonable grace periods for the purpose of this part.

c. Resignation

Any member of CWBSA may resign from the association at any time and shall be deleted from the membership list. Resignations must be submitted to the Board of Directors in writing. All dues are non-refundable.

d. Transfer of membership

Memberships are not transferable and shall terminate automatically on the death of the member.

SECTION 3. DISCIPLINE

a. Charges

Any full member or club may prefer charges against any other member for conduct prejudicial to the interests of CWBSA. The allegations must be submitted in writing and must be sworn to before a Notary Public. The charge(s) shall be forwarded to the CWBSA Secretary with a deposit of one hundred dollars (\$100.00) for each charge. The deposit shall be forfeited for each charge which is not sustained or which is determined not to be relevant.

b. The Secretary shall send copies of said charges to each member of the Board of Directors within thirty (30) days after receipt.

c. The Secretary shall send one (1) copy of the charges to the accused member not more than thirty (30) days after receipt.

d. The accused may answer charges in writing to the Secretary within thirty (30) days of receipt. The accused may also provide testimony from witnesses. The Secretary shall forward copies of any answer and/or any testimony to all members of the Board of Inquiry within thirty (30) days of receiving same. If no answer is received, the Secretary shall so inform the Board of inquiry after thirty (30) days. The Board of Inquiry must act within sixty (60) days of receiving the answer to the charges or the notification that no answer was forthcoming.

e. Within the thirty (30) days after the Board of Inquiry receives the charges, the Board of Inquiry shall make a determination about the relevancy of the charges and if they shall be considered by the Board of Inquiry. If not relevant, the accuser shall be notified by the Secretary within thirty (30) days of the Board's decision.

f. To be heard, charges must be filed within one (1) year of the date of the alleged misconduct. The Board of Inquiry shall, by majority vote, sustain or not sustain the charge(s).

g. Charges which solely concern business deals between CWBSA members shall not be heard.

h. The Board of Inquiry shall recommend, if the charges are sustained, an appropriate disciplinary action which may or may not be imposed by the Executive Board of Directors.

i. No member who has been suspended or expelled by CWBSA may participate in any activities sponsored by the association, or in activities sponsored by any of its clubs, for the duration of the suspension or permanently if expelled.

j. Disciplinary action taken by a local club against a member or members is an internal affair of the club and does not affect a person's membership in CWBSA. Such local disciplinary actions need not be recognized or honored by other local clubs.

k. If the charges fail to be heard by the Board of Inquiry within the time frame specified by Section 3, d + e as provided in these bylaws, all money deposited with CWBSA by the member filing charges will be refunded and a full report will be made to the Executive Board of Directors.

l. The President and Secretary of the organization may file charges on behalf of CWBSA without the required filing fee to prefer charges against any individual member (s).

ARTICLE V: MEMBERSHIP OF CLUBS

SECTION 1. CLUB MEMBERSHIP

A member club is licensed by CWBSA to conduct IGP Trials, and other events sanctioned by CWBSA. If in good standing a member club may send a voting Delegate to the meeting of The General Board.

A local club may become affiliated and maintain affiliation with CWBSA provided that the club:

- a) Consists of at least 2 Belgian Shepherds actively training, and belonging to 2 different club members, members of the CWBSA.
- b) Consists of not fewer than three (3) CWBSA members, only two (2) of which may be part of any family membership.
- c) Adopts a set of by-laws and provides CWBSA with a copy. These by-laws shall state that the club is and shall be conducted as a non-profit organization and the by-laws shall include: "The objectives of this association shall include the preservation of the Belgian Shepherd in accordance with the Breed Standard as a working dog, to promote humane training methods for the working dog, and to support responsible dog ownership and breeding practices".
- d) Pays to CWBSA an annual membership fee, the amount of which will be determined by the General Board of Directors of CWBSA.
- e) Supplies to the CWBSA Board of Directors, at the time of application, a list of names and addresses of all club members.
- f) Submits a statement signed by two (2) club officers guaranteeing observance of the CWBSA Constitution and Bylaws and ordinances.
- g) Is recommended by a member of the Executive Board and approved by the Executive Board of Directors.
- h) Holds at least one (1) CWBSA sanctioned event (not-for-profit/only for the benefit of the club) each calendar year beginning March 1 of the year after the year in which the club is granted full member status. The Executive Board of Directors shall approve any waiver of this requirement.

SECTION 2. RELATIONSHIP BETWEEN CWBSA AND LOCAL CLUBS

a. All local clubs within CWBSA shall be classified as IGP training clubs for working Belgian Shepherds, and open to other breeds for the purposes of training and trialing at the discretion of the club. CWBSA supports sportsmanlike competition between all working breeds.

b. In the event of conflict between the provisions of the CWBSA Constitution and Bylaws and/or rules and the bylaws and/or rules of local clubs, the provision(s) of the CWBSA Constitution and Bylaws and/or rules shall prevail.

c. Individual members of the club may be members of other organizations.

d. Each member club is responsible for ensuring the good standing of its individual members in CWBSA.

e. Each member club in good standing shall remit annual dues in the amount specified by the General Board by March 1. If a new club joins less than 6 months before the annual membership due date, their dues for that year are half (1/2) the amount established.

f. Failure to maintain membership, remit annual dues, or otherwise comply with member club requirements may result in a club being reduced to affiliate status upon action by the Executive Board. The Executive Board shall have the authority to set a reasonable grace period and late fees for clubs that fail to pay club dues by March 1.

SECTION 3. DISCIPLINE

a. Charges

Any member of CWBSA may prefer charges against any CWBSA club for violating CWBSA regulations or for conduct which is prejudicial to the interests of CWBSA. The allegations must be submitted in writing and must be sworn to before a Notary Public. The charges shall be forwarded to the CWBSA Secretary with a deposit of one hundred dollars (\$100.00) for each charge. The deposit shall be forfeited for each charge which is not sustained.

b. The Secretary shall send copies of said charges to each member of the Board of Directors within thirty (30) days after receipt. The Board of Inquiry shall act upon said charges within sixty (60) days after receipt of same and the answer thereto.

c. The Secretary shall also send one (1) copy of the charges to the accused club in care of contact person of record listed in CWBSA communication vehicle (i.e., magazine, newsletter and/or website) not more than thirty (30) days after receipt.

d. The club may answer charges in writing to the Secretary within thirty (30) days of receipt, and may also provide testimony from witnesses. The Secretary shall forward copies of any answer and/or any testimony to all members of the Board of Inquiry within thirty (30) days of receiving same. If no answer is received, the Secretary shall so inform the Board of Inquiry after thirty (30) days. The Board of Inquiry must act within sixty (60) days of receiving the answer to the charges or the notification that no answer was forthcoming.

e. The Board of Inquiry shall make a determination about the relevancy of the charges and if they shall be considered by the Board of Inquiry. If not relevant, the accuser shall be notified by the Secretary within thirty (30) days of the Board's decision.

f. To be heard, charges must be filed within one (1) year of the date of the alleged misconduct or rule violation. The Board of Inquiry shall, by majority vote, sustain or not sustain the charge(s).

g. The Board of Inquiry shall recommend, if the charges are sustained, appropriate disciplinary action to the Executive Board.

h. If any charges against a club fail to be heard within the time frame specified by Section 3d as provided in these bylaws, all money deposited with CWBSA by those filing the charges will be refunded and a full report by the Board of Inquiry will be made to the Executive Board of Directors.

i. The President and Secretary of the organization may file charges on behalf of CWBSA without the required filing fee to prefer charges against clubs or delegates.

SECTION 4. DISCIPLINE AGAINST CLUB NOT TO AFFECT INDIVIDUAL MEMBERSHIP

a. Disciplinary action taken against any CWBSA club, including expulsion of the club from CWBSA. Membership shall have no effect on the membership in CWBSA of those individuals who make up the club.

ARTICLE VI: BOARDS OF DIRECTORS

There shall be two (2) Boards of Directors which govern the affairs of the Canadian Working Belgian Shepherd Association. These are: The Executive Board of Directors and The General Board of Directors. The selection processes and duties of each board are described below.

a. Eligibility

To be eligible for nomination or election to either Board of Directors candidates must:

1. Be a member in good standing of the CWBSA for the current year, plus the previous year
2. Be a Canadian resident
3. Not be under twenty-one (21) years of age.
4. Own a Belgian Shepherd Dog
5. Not be under current disciplinary action.
6. Have titled a dog to at least a title as defined in the *International Utility Dogs Regulations* of the FCI, other than the companion test (BH/BH-VT) and endurance test (AD/IAD).

SECTION 1. THE GENERAL BOARD OF DIRECTORS

a. Definition

The General Board of Directors shall consist of Delegates nominated from member clubs, Delegates nominated from the pool of Full Members with no CWBSA club affiliation, CWBSA Officers and Directors at Large. The BSDCC will also elect a Delegate to the General Board of Directors.

b. Duties

The General Board elects the Officers and standing committee members of CWBSA. The full General Board will be involved in planning and decision making for the fiscal year at the Annual Meeting. In addition the General Board may be called on through the year for input on any matters that require a vote by the General Board of Directors as specified in these constitution and bylaws.

c. Meetings

(i) The General Board of Directors shall choose one (1) date per calendar year between the dates of March 1 and June 15 or at the time of the National Championship on which it shall conduct its Annual Meeting. Written notice shall be provided to all clubs and executive board members not less than thirty (30) days prior to the meeting.

(ii) A special meeting of the General Board of Directors shall be called if a petition is received by the CWBSA secretary signed by Delegates of a majority of the member clubs in good standing. Written notice of the special meeting shall be sent to all CWBSA clubs, Officers, Directors at Large not less than thirty (30) days prior to the meeting date.

d. Quorum

In order for any business to be conducted a quorum must be present. A quorum shall be deemed to be present if 50% of all member clubs in good standing and at least three (3) CWBSA Officers are present. The formula: CWBSA Member clubs in good standing divided by four (2), rounded up, plus (3) CWBSA Officers shall be used to establish the number required for a quorum.

e. CWBSA Club Delegates

- i) Each member club may send one (1) voting Delegate to the meetings of the General Board. The Delegate is in addition to any club members who may already be on the Executive Board.
- ii) The Delegate selected by each club must meet the CWBSA Boards of Directors eligibility requirements as described at the beginning of "Section VI: Boards of Directors" above.
- iii) Each CWBSA Member Club will nominate a Delegate to the General Board Meeting. The Delegate shall be selected from the most recent membership list of each CWBSA club and submitted to the CWBSA Secretary no more than thirty (30) days following the close of the annual membership renewal period. The Secretary shall verify that a club is in good standing in order for its delegate to be seated. The delegate must present a letter of such appointment signed by two club officers prior to admission at the General Board meeting. Electronic correspondence may suffice only if it is forwarded by an email address that is currently on record with the CWBSA Secretary as that of the President and any additional officer of said CWBSA club.
- iv) The Delegate shall be the club's representative of record for a period of one year beginning on the date of the annual meeting of the General Board of Directors. A club may replace its Delegate as necessary or desired. The CWBSA Secretary must be notified immediately of the replacement.
- v) In the event a club does not send a Delegate to the General Board Meeting or, if the club fails to send a letter to the CWBSA Secretary identifying the club's Delegate, the club shall be declared to be without representation on the General Board of Directors.

f. Delegates Representing Members with no CWBSA Club Affiliation

- i) All Full Members or Family Members of the CWBSA not affiliated with a CWBSA member club will be polled to nominate/elect voting Delegates to the meetings of the General Board.
- ii) The number of Delegates without CWBSA Club Affiliation to be selected for the General Board shall be not more than 50% of the CWBSA Club Delegates (number of member clubs divided by 2, rounded down).
- iii) The Delegates selected by the Unaffiliated Members must meet the CWBSA Boards of Directors eligibility requirements as described at the beginning of "Section VI: Boards of Directors" above.
- iv) Within thirty (30) days following the close of the annual membership renewal period the CWBSA Secretary will distribute a list of all CWBSA Unaffiliated Members to all such members. Any member on this list may nominate a candidate from this list to be an Unaffiliated Member Delegate. The member must first determine that their nominee meets the Board of Directors eligibility requirements and is willing to stand as a Delegate.
- v) The nomination period shall be 30 days from the time the Secretary distributes the list of unaffiliated members.
- vi) If there are more nominees than the allowed number of Unaffiliated Member Delegates for the current year, the Executive Board will arrange for an election to be held with a vote by Unaffiliated Members only to select the Unaffiliated Member Delegates for the year.

- vii) The Delegates shall be the representatives of record for a period of one year beginning on the date of the annual meeting of the General Board of Directors.

g. Voting at meetings

- i) The Delegate from each member club is entitled to cast one (1) vote on any given item of business.
- ii) Each Delegate without CWBSA Club Affiliation is entitled to cast one (1) vote on any given item of business.
- iii) Each member of the Executive Board shall have one (1) vote to cast on any given item of business.
- iv) No person may cast more than one vote on any given item of business. In other words, there is no proxy voting, and no individual can simultaneously represent more than one voting entity.

SECTION 2. THE EXECUTIVE BOARD OF DIRECTORS

a. Definition

The Executive Board of Directors shall consist of all CWBSA Officers (see ARTICLE VII: OFFICERS OF THE ASSOCIATION below) and of either one or two Directors at Large. To be eligible for election, each member of the Executive Board (whether at-large or as an officer) must meet the Boards of Directors eligibility requirements as defined in "ARTICLE VI: BOARDS OF DIRECTORS a. Eligibility".

b. Duties

It shall be the duty of the Executive Board of Directors to conduct the regular affairs of CWBSA that do not require a vote by the General Board of Directors as specified in these constitution and bylaws. The Executive Board shall not have the authority to amend or repeal these constitution and bylaws.

c. Meetings

- (i) A meeting of the Executive Board may be called at any time by the President.
- (ii) A meeting of the Executive Board shall be called by the CWBSA Secretary upon receipt of a petition signed by two-thirds (2/3) of the members of the Executive Board.
- (iii) A meeting of the Executive Board of Directors may be conducted via conference call.
- (iv) The business of the Executive Board may also be conducted by electronic means, including e-mail, provided that all members of the Executive Board have adequate opportunity to engage in discussion on any issue, and that voting is carried out securely and secretly until all members of the Executive Board have voted or a clear majority exists.

d. All actions of the Board shall be reported as minutes. A printed copy of the minutes will be sent to any individual member of CWBSA at that member's request. The General Board of Directors may rescind or modify an action of the Executive Board. For the purposes of this section, "minutes" of actions conducted by e-mail shall consist of a roll call voting record of the action. Discussion by the Executive Board need not become part of the official minutes unless specifically agreed to by a majority of the Executive Board.

e. Quorum

In order for the Executive Board of Directors to conduct any business, a quorum must be present. A majority of members of the Executive Board shall constitute a quorum.

f. Voting

- (i) Only members of the Executive Board may vote at its meetings or on mail ballots.
- (ii) No person may cast more than one (1) vote on any item of business.
- (iii) In lieu of calling a special meeting, members of the Executive Board of Directors may be polled by mail ballot. Two (2) weeks shall be allowed for the return of ballots before closing the vote. Complete and factual information on the subject(s) to be voted on must be supplied with each ballot. Balloting by telephone is prohibited. The provisions of this part will be considered to be satisfied using e-mail provided that all members of the Executive Board have access to discussion on the subject(s) under consideration.
- (iv) The results of the mail balloting shall be printed in publication/website by roll call. All votes of the Executive Board shall be by roll call unless they pertain to the approval of an application for a judge's license or for the selection of a judge for a national event.

SECTION 3. PARLIAMENTARY AUTHORITY

The current edition of "Sturgis Standard Code of Parliamentary Procedures" shall govern this association in all parliamentary situations that are not covered in the law, or in these constitution and bylaws, or adopted rules. In case of a conflict between the provisions of these constitution and bylaws and the parliamentary provisions of "Sturgis" the provisions of these constitution and bylaws shall prevail.

ARTICLE VII: OFFICERS OF THE ASSOCIATION

SECTION 1. OFFICERS

The Officers of CWBSA are those people who handle the official affairs of the association. Officers shall have a vote on both Boards of Directors. The Officers of the association shall be:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Membership Chairperson

SECTION 2. TERMS OF OFFICE

All elected Officers shall have a term of office not to exceed two (2) years. Officers may choose to allow their name to stand for consecutive terms at the end of their 2 year term. Terms for President and Treasurer end in even numbered years. Terms for Vice-President, Secretary and Membership Chair end in odd numbered years.

SECTION 3. DUTIES OF OFFICERS

a. President

The President is the Chief Executive Officer and legal head of the association. The president exercises supervision over the association and all its activities. The President represents CWBSA in public, presides at business meetings, and has the authority to appoint committees. The President may sign letters and documents necessary to carry out the will of the association. The President serves as chairman of the Board of Directors and shall be an advisory member of all committees except the Board of Inquiry and the Nominating Committee.

b. Vice President

The Vice President shall assume the duties of the President in case of his/her absence or incapacitation. The Vice President shall assume that office for the remainder of the term in the event the office is vacated for any reason.

c. Treasurer

The Treasurer shall be responsible for collecting, accounting for, and handling all funds of the association. The Treasurer shall ensure that all funds are deposited in such financial institution as the Board of Directors may designate. He/she shall see that disbursements therefrom are made as is necessary and proper to meet the just and due obligations of CWBSA. The Treasurer shall be bonded, and the cost of such bond shall be borne by the association. The Treasurer shall secure the services of a Certified Public Accountant to audit the accounts of CWBSA annually. This audit shall take place not more than ninety (90) days prior to the annual meeting of the General Board. The Treasurer shall present a financial report at every Annual Meeting of the General Board of Directors, and at any other time as requested by the President or the Board of Directors. The Treasurer shall make all of his/her records available at the General Board meeting for review by any full member of CWBSA.

d. Secretary

The Secretary shall be responsible for taking and preparing accurate minutes of all meetings of the Board of Directors and shall maintain a complete file of the ordinances, bylaw revisions, resolutions and other official CWBSA action. The secretary shall maintain a file of committees and the members thereof. The Secretary shall record all terms of office and inform the General Board when elections are due. During the meeting of the General Board, it shall be his/her duty to ensure that only those persons with proper credentials be seated. The Secretary shall insure that only persons authorized to vote are allowed to vote and shall perform other duties as prescribed by the Board.

e. Membership Chairperson

The Membership Chairperson shall be the chairman of the Membership Committee. He/she shall be responsible for maintaining accurate records of the general membership of the CWBSA and ensure that the annual dues are submitted to the Treasurer. Further, the Membership Chairperson shall be responsible for informing the general membership of upcoming membership renewals. The Membership Chair shall also maintain records as required for clubs in affiliate and full member standing. At the discretion of the General Board of Directors the Membership Chairperson role may be filled by an active member of the Executive Board.

SECTION 4. OFFICERS SHALL PERFORM DUTIES

Officers shall perform the duties prescribed by these constitution and bylaws and by the parliamentary authority adopted by CWBSA.

SECTION 5. NOMINATION AND ELECTION OF EXECUTIVE BOARD

a. Timing

Nominations and elections will take place at each Annual Meeting of the General Board of Directors. Elections will be for all Officers whose term is ending in that year, as stated in SECTION 2. TERMS OF OFFICE as well as for any Director at Large who has completed the second year of their term of office.

b. Pool of Candidates

The entire General Board of Directors, except those Officers who have not completed their term of office will represent the pool of candidates.

c. Nominations

Candidates for open Executive Board positions may be nominated:

- (i) By a Nominating Committee which will be named after selection of the General Board of Directors for that year. The Nominating Committee shall make known its selections for Officers, Directors at Large and standing committee members at the General Board of Directors meeting.
- (ii) From the floor. After the Nominating Committee has delivered its nominations and report, nominations will be accepted from the floor. Only members of the General Board may make nominations. All nominations must be seconded. Nominees for Officers, Directors at Large and standing committees must be present at the meeting of the General Board of Directors or must have furnished the Secretary with a written statement of agreement to be a candidate.

d. Elections

- (i) The General Board of Directors shall elect Officers and Directors at Large for any contested, open positions (more than one nominee) at, or within 2 days following the Annual Meeting.
- (ii) The voting shall be by secret ballot only.
- (iii) A Ballot Counting Committee shall be appointed by the President. It shall determine the legality of the ballots cast, tabulate the results and give them to the President who shall announce the results of the election.
- (iv) A majority of votes of General Board members present is required to elect. Repeat balloting is required if no candidate receives the necessary majority. On re-balloting, the candidate receiving the least votes would be dropped.
- (v) Newly elected Officers, members of the Executive Board, and standing committees shall be seated at the conclusion of old business.
- (vi) There is no limit to the number of consecutive terms a person may hold office.

SECTION 6. VACANCIES

a. If the office of Vice President, Treasurer, Secretary or Membership Chairperson should be vacated for any reason, or if the incumbent becomes incapacitated and cannot or is unwilling to perform the duties of office, the Executive Board shall elect a replacement. For the purposes of these by laws incapacitation shall mean illness or death.

b. Nominations for the vacant office must be submitted to the Secretary. The Secretary shall conduct the balloting of the Executive Board. The Vice President shall conduct the balloting if the Secretary's office is vacant.

c. The newly elected Officer shall hold office until the next General Board meeting. At that time he/she can either be ratified or replaced.

ARTICLE VIII : COMMITTEES

The President shall have the right to appoint committees as he/she deems necessary but may not appoint a committee to perform a function which is given to an officer or standing committee by these constitution and bylaws. The right to appoint a committee brings with it the right to appoint the chairman of the committee.

Either Board of Directors shall have the authority to create special committees as deemed necessary. Such a committee shall be dissolved when the task assigned to it is completed. Election to a special committee shall be as determined by the creating authority.

ARTICLE IX : AMENDMENTS

a. These constitution and bylaws may be amended only by the General Board of Directors. Any change, addition, or deletion to this Constitution or these By Laws requires a two thirds (2/3) vote but no fewer than that equal to a minimal quorum for conducting business.

b. Amendments to these constitution and bylaws may only be considered when written notice of the intent to introduce changes to an article has been communicated to each member club and CWBSA Officer not less than thirty (30) days prior to the vote of the General Board of Directors. The proposed changes must be specified. If amendments to specific articles of this Constitution and By Laws are proposed in compliance with this provision, further amendments may be made from the floor of the General Board of Directors meeting for that respective article.

c. A special process for amendments of these bylaws can be conducted by email between General Board meetings.

ARTICLE X: DISSOLUTION

a. The Canadian Working Belgian Shepherd Association may be dissolved at any time by the written consent of two-thirds (2/3) of the members of the General Board of Directors. The motion to dissolve shall require the same vote as described in Article XI for a bylaw amendment.

b. Dissolution may only be considered at a meeting of the General Board of Directors. A special meeting for this purpose shall be called if the Secretary receives a written request for such a meeting from a majority of CWBSA member clubs.

c. Dissolution may only be considered if written notice of the intent to dissolve is sent to all member clubs, Regional Directors, and CWBSA Officers, not less than thirty (30) days prior to the special meeting called for this purpose.

d. If the association is dissolved, all just debts and liabilities of the association shall be paid. After payment of all debts and liabilities of the association, its assets and properties shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for dog training purposes.