

BYLAWS

ARTICLE I. NAME OF THE ORGANIZATION

National Brittany Association

ARTICLE II CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This organization is organized for social, recreation and other nonprofit purposes.

Section 2. Specific Purpose

To promote the Brittany breed as a high-class performance pointing breed.

To encourage the breeding of Brittany for the improved stamina and hunting prowess

To conduct American Field / UKC Brittany Nationals, Regional Championships, and Classic field trials with consistent high standards of judging and running, in accordance with Amateur Field Trial Club of America (AFTCA) Guidelines to Field Trial Procedures and Judicial Practice including standards of **sportsmanship**.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any person 18 years of age or older that supports the statement in Article II, Section 2 and provided such person has not engaged in conduct detrimental to organization, including conduct of such person on social media **The** right to vote as a member shall take effect after receipt of a completed application and annual dues.

Section 2. Annual Dues

The amount annual required for annual dues shall be published on the organization's website , subject to revision by a majority vote of the Board. Annual memberships shall extent from January 1 through December 31 and dues shall not be prorated for partial years. Absent Board action to waive dues for extraordinary circumstances, continued membership is contingent upon being up-to-date on membership dues. Membership shall be suspended for nonpayment of the one year's dues after 15 days after written notice to the member's last known address or email account, and will be reinstated upon payment of any arrearages.

Section 3. Rights of Members

In the event of a Board of Directors vacancy, the Board Shall present one or more qualified candidates to the Member at the annual membership meeting. Each Member also shall be eligible to nominate one or more persons to fill a Board of Directions vacancy at the annual membership meeting. Person(s) nominated must have attended at least two or more National or regional events, and been Members of the organization in good standing for at least two

years. In the absence of any nominations from the floor, each Member shall be eligible to vote for or against the slate of Directors presented by the Board. A member must be physically present to vote and may not vote by proxy. Members that included only one spouse's name on an application shall be entitled to one vote. If both the spouse's names were included on the application, each spouse shall be entitled to one vote.

The Board shall have the authority to establish and define honorary or nonvoting categories of membership. In addition to suspension for nonpayment of dues, the Board may suspend or terminate voting membership dues to severely inappropriate behavior, unsportsmanlike conduct or conduct unbecoming a Member in Direct conflict with the purpose and best interest of the organization, provided the affected Member is given a fair and reasonable opportunity to respond prior to Board action.

ARTICLE IV. MEETING OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the Members shall take place during the NBA Nationals at a time and place noted on the organization website and Facebook page, or as noted in the American Field. At the annual meeting, the Membership shall elect Directors, and receive such reports on the activities of the organization from the Officer and Committees of the Board as may be determined by the Board.

Section 2. Special Meetings

Special meeting of the Members may be called by the President, or by a Majority of the Board of Directors.

Section 3. Quorum

The Members physically present at the annual or special meeting shall constitute a quorum for purposes of conducting business at the meeting.

Section 4. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall have control and be responsible for the management of the affairs and property of the organization. The President shall be the Chairperson of the Board. The Board may delegate such authority to the President and other Officers as is necessary to manage the day to day operations of the organization.

Section 2. Numbers, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time to time by the Directors, but shall consist of no less than three (3) nor more than fifteen (15), including the President.

The Members of the Board of Directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected. All new members of the Board of Directors must be approved by a majority vote of the Board members present. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of directors is present as Provided in Section 6 of this Article.

Each member of the Board of Directors shall be a Member of the Corporation in good standing

Whose membership dues are paid in full and active in at least two NBC events per calendar year. A Director's term shall be three years. Director's term shall be staggered so that at the time of each annual meeting, the term of one-third of all members of the *Board shall be up for* nomination. A Board member whose term has expired may be nominated to serve one or more consecutive three year terms.

No two members of the Board of Directors living in the household may serve on the Board of Directors at the same time unless other wise approved by the Board.

Each member of the Board of Directors shall attend the annual Board meeting in person unless p previously authorized by the President of the organization to attend via telephone or video conference. Failure to attend two consecutive annual Board meeting shall serve as grounds for removal of a Director.

Section 3. Annual Meetings

An annual meeting of the Board of Directors shall be held in the afternoon one day prior to the start of the National Championship, or at some other time and location as Specified by the President with a minimum of two weeks prior notice. Notice of the meeting shall be sent by email to all members of the Board no less than (30) days prior to the meeting date.

Section 4. Special Meeting

Special Meetings of the Board of Directors may be called by or called at the request of the President or any two members of the Board.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the telephone, email, or written notice. The attendance of a Directors at any meeting constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Section 6. Quorum

The presence in person or telephonically of one third of the current members of the Board of Directors, but no less than two, shall be necessary at any Board meeting to constitute a quorum

a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of the greater number is required by law or in these By-Laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article, or who fails to attend two consecutive annual meetings of the Board in person, shall automatically forfeit his or her seat on the Board, unless an excused absence is granted by the President. The President shall notify the Director in writing that his or her seat has been declared vacant.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled at the next annual membership meeting. The President shall appoint a nominating committee to present a slate of candidates to fill Board vacancies expected at the time of the next annual membership meeting, and such slate will be discussed and voted upon by the existing Board members in advance of such membership meeting. The voting Members shall have rights at the annual membership meeting as described in Article III, Section 3. Vacancies in the Board may be created and filled according to other specific methods approved by the Board of Directors.

Section 9. Actions Without a Meeting

Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at a meeting shall be determined by the Secretary by reference to Robert's Rules of Order.

Section 11. Removal

Any member of the Board can be removed with or without cause, at any time, by a vote of two thirds (2/3) of the members of the Board of Directors if in their judgement the best interest of the organization would be served thereby.

Article VI. Officers

The Officers of this organization shall be the President, Vice-President, Secretary, Treasurer and Corresponding Secretary. All officers must have the status of active member of the organization, and the President has to have served three years on the Board of Directors and/or as an Officer. Each year, at the annual Board of Directors meeting, the Officer of the organization may be reaffirmed by the Board of Directors for another year, subject to any term limits provided for in these Bylaws or in a Board resolution.

Section 1. President

The President shall preside at all meetings of the membership and as chair of the Board shall be a voting member of the Board. Once elected, the President may serve for three successive

years, unless he or she submits a resignation to the Board at the annual meeting of the Board or any time prior to expiration of his or her term, or if deemed unfit to continue his or her duties by a two-thirds vote of the Board. The President shall have general authority to direct the Officers of the organization and see that their duties are properly performed.

Section 2. Vice-President

The Vice-President shall be vested with all the power and shall perform all the duties of the President during the absence of the latter. Once elected, the Vice-President may serve for three successive years, unless he or she submits a resignation to the Board at the annual meeting of the Board or any time prior to the expiration of his or her term, or if deemed unfit to continue his or her duties by two-thirds vote of the Board.

The Secretary shall attend all meetings of the Board and the members. He or she shall record all votes and minutes of all the proceedings kept for that purpose, and shall submit the minutes to the Board for review and approval at the next board meeting.

Section 4. Treasurer

The Treasurer is responsible for collection and distribution of all the funds of the organization and for maintaining records of all collection and distributions. The Treasurer shall maintain the checking account for the organization and report on its status at each annual meeting. The Treasurer shall also provide an annual accounting of the organization's financial status to the President for inclusion in his or her annual address to the membership. Event chairs may be authorized by Board resolution to sign checks on behalf of the organization, provided a properly completed signature card is on file with the organization's bank. The Treasurer shall engage an accounting firm to file the organization's annual federal and state information reports and income tax returns.

Section 5. Corresponding Secretary

The Corresponding Secretary shall be responsible for correspondence between the Board of Directors and the Members, and such other duties as may be delegated to him or her by Board President.

Section 6. Election Of Officers

Officers shall be elected by a majority vote of the Board of Directors. Unless otherwise specified in these Bylaws or a written resolution of the Board, the Officers shall serve until removed by two thirds (2/3) of the Board or written resignation submitted to the Board. At the annual meeting of the Board, or a special meeting of the Board called for this purpose, the President shall submit the names of persons nominated to fill any vacancies amongst the Officers.

ARTICLE VII COMMITTEES

Section 1. Committees Formation

The Board may create Committees as needed. The President shall appoint all Committee chairs.

ARTICLE VIII INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Ohio, the organization shall indemnify any Director, Officer, or agent of the Organization against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit or proceeding in which that indemnitee is made a party by reason of being or having been such Director, Officer, or agent except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any Bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Insurance

The organization shall purchase and maintain a minimum of \$1 million insurance on behalf of any person who is or was a Director, Officer or agent against liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the organization would have the power or obligation to indemnify such person against such liability under this Article. The organization also shall purchase a minimum of \$1 million field trial event liability insurance at the beginning of each year. The Vice-President has the responsibility to purchase D&O and event insurance.

ARTICLE IX. BOOKS AND RECORDS

The organization shall keep complete books and records of accounts and minutes of proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

THE Board of Directors may amend these Bylaws by majority vote at any annual or special Board meeting, or by unanimous written consent in the absence of a meeting. Written notice setting forth the purposed amendment or summary of the changes to be effected thereby shall given to each Director within the time and the manner provided for giving notice of the meetings of Directors.

ADOPTION OF BYLAWS

We, the undersigned Officers, do attest that these Bylaws were approved by the Directors of this organization.

ADOPTED AND APPROVED by the Board of Directors on this _____ day of _____, 2026

By: _____

Jack Alexander, President

By: _____