

**BY-LAWS
NATIONAL BIRMAN FANCIERS, INC.**

ARTICLE I. ORGANIZATION

Section 1. The name of this corporation shall be the National Birman Fanciers Inc., (hereinafter referred to as NBF)

Section 2. The organization shall have a seal which shall be in the following form:

Name in Upper Semi-Circle, and date of
incorporation in the center

Section 3. The organization may, at its pleasure, by a vote of the membership body change its name.

Section 4. This club is organized as a Cat Fanciers' Association (CFA)-affiliated Birman Breed Club and is intended primarily to serve the interests of the owners, fanciers, and breeders of cats residing in the United States and Canada. NBF welcomes associate members from Birman lovers worldwide.

ARTICLE II: PURPOSES

The following are the purposes for which this organization has been formed:

- A.** Sponsor and promote the welfare of the Sacred Cat of Burma (Birman);
- B.** Promote interest and knowledge of the Birman;
- C.** Cultivate friendship among and promote the interest of the owners, fanciers and breeders of the Birman; and,
- D.** Promote and encourage kindness to all animals and assist in the prevention of cruelty and maltreatment of animals.

ARTICLE III: Membership

Section 1. Persons interested in the purposes of this club shall be eligible to apply for membership upon submitting a formal application to the Secretary, along with one year's dues and a non-refundable application fee. Charter members are exempt from paying the application fee.

Section 2. Applicants for regular membership must submit proof of current or previous ownership of a Birman and must have been an associate member or non-voting regular member in good standing the previous year.

Section 3. Membership applications shall be acted upon separately by the Board of Directors within 30 days of receipt of said application by the Secretary. A simple majority of the total Board shall be sufficient to elect applicants to membership.

Section 4. Notice shall be sent to each elected or rejected applicant by the Secretary. In the event an applicant is rejected, (s)he may request, at his or her expense, a poll of the entire membership. A simple majority of the total membership shall be sufficient to elect a previously rejected applicant to membership.

Section 5. There shall be the following membership categories: regular, regular family, associate, associate family, honorary and such other categories as the members shall determine based on a majority vote at the annual meeting. The minimum age for regular membership is 18. Only regular members and regular family members are entitled

to vote in club matters. Dues shall be established by a 2/3 vote of those regular and regular family members attending the Annual Meeting. Dues shall be payable on or before December 31st of each year for the ensuing year. All members who are accepted to membership after the first issue of that year's newsletter are entitled to the back issues of the current year, which will be mailed to them by the Secretary or designate at the time of acceptance. Applications received after October 15th, if accepted, will be members in good standing for the following year and will receive only the current issue of the newsletter and newsletters throughout their membership year.

Section 6. Notification that dues are payable shall be sent to all members by December 1st of each year or by publication in the last *newsletter* issue of the calendar year and to delinquent members by February 1st, by the Secretary. Upon failure to pay dues by the last day of February, the delinquent member shall be automatically dropped from membership. Dues received after the end of February will be subject to a \$5 late fee.

Section 7. It shall be the duty of each member to uphold the purposes of NBF by carefully fulfilling the terms of all transactions concerned with cats, such as sales, stud fees, and pedigrees, whether such business is carried on with other club members or with the public at large. Upon receipt of written complaint from any injured party, the member shall be subject to disciplinary action in accordance with Section 9 below of these By-Laws.

Section 8. Classes of membership are defined as follows:

- a. REGULAR MEMBER:** Entitled to full voting rights and all privileges of membership, including the right to hold office. Will be encouraged to attend meetings, serve on committees, assist at shows, and generally support the club. Must have been an Associate Member in the year prior to acceptance as a regular member.
- b. REGULAR FAMILY MEMBER:** Family memberships are available to households with two or more individuals. At least one individual must be an adult. Family Members must be at least 18 years of age to be eligible for regular membership. Rights and privileges are the same as the corresponding individual membership, except that no more than 3 votes may be cast on any one family membership for any given issue.
- c. ASSOCIATE MEMBER:** Entitled to all rights and privileges except voting and eligibility for elected office. Will receive the club's newsletter. May assist at shows and will be encouraged to participate on committees.
- d. ASSOCIATE FAMILY MEMBER:** Family memberships are available to households with two or more individuals. At least one individual must be an adult. Entitled to all rights and privileges except voting and eligibility for elected office. Will receive the club's newsletter. May assist at shows and will be encouraged to participate on committees.
- e. HONORARY MEMBER:** Individuals who have made an outstanding contribution to the Cat Fancy or to the National Birman Fanciers may be nominated for Honorary Membership in the club. Two members in good standing should present such a nomination with supporting documentation to the Board of Directors for their vote. Honorary Memberships may be awarded for periods of one, two, or five years – or life. Such memberships will terminate on December 31st of the calendar year in which the Honorary Membership would expire.

Section 9. Discipline

- a.** The Board of Directors may reprimand, fine or suspend from membership any person who after a fair and impartial hearing shall be found guilty of violating any rules of this club or of conduct detrimental to this club or the cat fancy.
- b.** All charges must be made in writing and a copy of the charges shall be furnished to the accused at least 15 days

prior to the date of the hearing. No oral or anonymous charges will be considered.

c. A 3/5 vote of the entire Board of Directors shall be binding on all parties.

d. In the event a member is expelled from the club he may, not less than 6 months after the date of such action and upon evidence of his good intentions, make application for reinstatement of membership.

e. Any member who is suspended from any of the privileges of the Cat Fanciers' Association shall be suspended automatically from all privileges of this club for a like period.

ARTICLE IV. Meetings

Section 1. At least one meeting shall be held each year at such time and place as the Board of Directors shall designate. All members in good standing shall be eligible to attend.

Section 2. The Secretary will notify every member in good standing within 30 days, the time and place of all meetings by mail, telephone, the newsletter, in person, or other commonly accepted form of communication.

Section 3. The presence of not less than twenty members, as well as one officer and two other Board Members, shall constitute a quorum and will be necessary to conduct the business of this organization

Section 4. Special meetings of this organization may be called by the President when (s)he deems it for the best interest of the organization. Notices of such meeting will be mailed to all members in accordance with Article IV, Section 2 at least 30 days but not more than 90 days before the scheduled date set for the special meeting. Such notice will state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. At the request of a majority of the members of the Board of Directors or a majority of the voting members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least 45 days before the requested scheduled date. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

Section 5. All meetings shall be governed by the parliamentary authority of ROBERT'S RULES OF ORDER.

ARTICLE V. VOTING

Section 1. At all meetings, except for the election of officers and directors, all votes shall by voice vote. For the election of officers and directors ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. Details for election of officers and directors can be found in sections 4 -10.

Section 2. At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for the election of officers and directors.

Section 3. At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Section 4. Any regular member in good standing for at least three years may run for President, Vice-President, Secretary, Treasurer and/or Member-At-Large and Regional Representative. No regular member who is an officer or official of another Birman club, whether

CFA or non-CFA affiliated, or who is Breed Council Secretary may hold an office in NBF. A regular member may only run for Regional Representative from his own region. The regional boundaries of NBF shall be governed by those of CFA for the contiguous USA, Hawaii, Canada, and Alaska. A change in region of residence shall not require resignation of a Regional Representative. All candidates shall file notice of their candidacy with the Secretary by April 30th of the year of the election. The ballot shall be mailed by May 31st to each regular member in good standing listing the names of the candidates for each office. The marked ballot is to be returned so it is received back by the appointed election firm no later than June 30th, at which time they shall be accounted for and tallied in accordance with Sections 9 and 10 of this article and those elected to each office notified of their election. All members of the Board of Directors shall serve a term of three years to commence July 1st of the year of election except in the case of those elected to fill unexpired terms.

Section 5. Officers may not serve more than two full terms in the same office. Members-At-Large and Regional Representatives may not serve more than two consecutive full terms in the same office. Any elected member of the Board of Directors, including officers, who are elected to fill an unexpired term, may run for two more consecutive terms if they have served in the position for less than one year. However, no person may hold more than one position on the Board of Directors at the same time.

Section 6. Each member shall be eligible to vote for one person for President, *one for Vice President*, one for Secretary, one for Treasurer, one for Regional Representative from his own region, and three for Member-At-Large, providing that the member is in good standing at the time the election is held. A plurality of votes cast shall elect. If two or more candidates receive the same number of votes, the Board of Directors shall determine the method of run-off.

Section 7. Vacancies in the Board of Directors shall be filled by special election; vacancies and deadlines to declare as a candidate for office to be announced in the newsletter or in accordance with Article IV, Section 2. This election must be held within six months, but not less than three months of the occurrence of the vacancy. Those members in good standing wishing to run must file notice of their candidacy with the Secretary at least thirty days prior to the date of the election. Until a special election can be held, the Board of Directors shall appoint a regular member to serve as Interim Board Member of such a vacancy. In the event it is the Regional Representative's Board position that is vacant, the Board of Directors shall appoint an Interim Regional Representative from the vacated region. In the event it is the Secretary's office that is vacant, the Board of Directors shall appoint an interim Secretary.

Section 8. The electoral calendar, beginning in 1999, shall be as follows: the seven Regional Representatives shall be elected in 2000; The President, Vice-President, Secretary and Treasurer shall be elected in 2001; and the three Members-At-Large shall be elected in 2002.

Section 9. The Executive Committee will discuss and agree upon an independent accounting firm located within reasonable proximity of the Secretary. This outside firm will receive, count and tally the ballots of the eligible voting NBF members and report the results back to the Secretary who will promptly inform the membership of the results. The Secretary will manage the election process and will send eligible voting members their ballot(s) by May 31st of the election year. If the election results are not contested within 30 days of notification of the candidates of the results, the ballots will be destroyed.

Section 10. Procedures for the election process will be as follows:

- a. By the third week of April in the election year, the Secretary will present a list of at least two different firms and their fees to the Executive Committee. The Executive Committee will discuss and appoint one of the nominated firms by April 30th.

- b. The Secretary will prepare and mail pre-numbered ballots to all eligible voting members by May 31st. The ballots will include the return address of the appointed accounting firm.
- c. The members will mail their marked ballots directly to the independent firm. The firm must receive the ballots no later than June 30th to be counted.
- d. The Secretary will provide the independent firm with a list of pre-numbered ballots for validation. The independent firm will notify the Secretary of the results within 5 working days.
- e. The Secretary, upon receipt of the election results, will notify all candidates of the results. Once each candidate has been notified, the Secretary will notify the membership and announce the results. The election results will also be published in the next newsletter.
- f. The independent firm will retain the ballots for a period of thirty (30) days. If the election results are not contested within that 30-day time frame, the ballots will be destroyed by verbal order of the Secretary. All votes will be kept confidential and only seen by the appointed firm.

ARTICLE VI. ORDER OF BUSINESS

The order of business of annual and special meetings shall be as follows:

1. Roll Call
2. Reading and approval of the minutes of the preceding meeting
3. Report of the President
4. Report from the Treasurer
5. Report from Committees
6. Old and unfinished business
7. New business
8. Member Welfare Report
9. Adjournment

ARTICLE VII. The Board of Directors

Section 1. The business of this organization shall be managed by a Board of Directors consisting of three Members-At-Large and seven Regional Directors together with the officers of this organization. The Past President will serve as an ex-officio member for one year after his/her term is completed.

Section 2. The **Board of Directors** shall have the control and management of the affairs and business of this organization following directions set by the members at the annual meeting. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. Discussions and polls may be conducted via the internet when all Board members are duly notified.

- a. Five of the members of the Board attending in person or a majority of the Board responding to a on-line poll shall constitute a quorum and the meetings of the Board of Directors shall be held regularly following or preceding the annual meeting.
- b. Each director shall have one vote and voting may not be done by proxy.
- c. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- d. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

Section 3. Members-At-Large: shall serve on the Board of **Directors**; represents the interests of the club members in general; seek input on club activities; solicit articles for the newsletter; encourage new and renewal of membership; foster good relations among Birman exhibitors; distribute breed ribbons for use in shows; participate in club activities whenever possible; and shall perform such duties as shall be designated to them by the Board of Directors.

Section 4. Regional Representatives shall serve on the Board of Directors, representing the special concerns of the members in their region; seek input on and volunteers for club activities; solicit articles for the newsletter; encourage new and renewal of membership; foster good will among Birman exhibitors; dispense breed ribbons to shows within region; work with local (i.e. regional) members on special projects for the club; be attuned to the needs of members in their region (e.g. for example, recommend Sunshine Fund use, Emergency loan fund, assist in emergencies to regional members, etc.) and other duties as shall be designated to them by the Board of Directors.

Section 5. The Board of Directors may appoint committees deemed advisable.

Section 6. The Executive Committee shall appoint a Member Welfare Chairperson. Appropriate actions will be set by the Board/and or the membership and be included in the organization's operating policies.

ARTICLE VIII: Officers

Section 1. The officers of this organization shall be as follows:

President
Vice President
Secretary
Treasurer

Section 2. The officers will constitute the Executive Committee. The Executive Committee is empowered to make decisions when the cost to the club is under \$300. Further, the Executive Committee an/or President may appoint committees to make recommendations for Board action. The dollar authority for committee action will be set in the future by a majority vote of the regular members attending an annual meeting or by a 2/3rds vote of the Board.

Section 3. The **President** shall preside at all membership meetings, by virtue of the office shall be Chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports, and certificates as required by law are properly kept or filed, may be one of the officers who may sign the checks or drafts of the organization, and have such powers as maybe reasonably constructed as belonging to the chief executive or as specified in the Constitution and By-Laws; and shall represent the club at all CFA functions.

Section 4. Vice-President: shall, in the event of the absence or inability of the president to exercise his or her office, become acting president of the organization with all the rights, privileges, and powers as if he or she had been duly elected as President. The Vice-President shall monitor the progress of all committees and all assignments to assure that the business of the club is carried out in a timely and efficient manner.

Section 5. The **Secretary** shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization. The Secretary shall present them at ensuing meetings; present to the membership at any meetings any communications addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization, attend to all correspondence of the

organization and exercise all duties incident to the office of Secretary. The Secretary shall keep a list of all members in good standing with their names, cattery name, mailing addresses, email addresses, telephone and fax numbers; a copy of the membership list shall be furnished to all members in good standing at least once a year; shall notify the membership of meetings at least one month prior to the date of the meetings; advise applicants for club membership of the action; and shall be responsible for donating ribbons, trophies, and so forth. Further, the Secretary is responsible for maintaining the book of approved policies and special programs. The Secretary manages the election process, notifying all candidates and club members of the results.

Section 6. The **Treasurer** shall have the care and custody of all monies belonging to the organization and shall deposit same in bank account(s) in the name of the organization. Expenditures of funds shall be made by the Treasurer under the authority granted by the Board of Directors. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it. The books shall be open to inspection by the Board at all times. The Treasurer shall render at stated periods (i.e., quarterly) a written account of the finances of the organization and such report shall be physically affixed to the Minutes of Board meetings and be printed in the newsletter quarterly. Shall furnish names and address information to the Secretary of all dues paid. May delegate limited authority to other organization members for specific and limited purposes such as show production.

Section 7. No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be constructed to prevent an officer or director for receiving any reimbursement for ordinary and reasonable expenses related to the performance of their duties.

ARTICLE IX: SALARIES

There shall be no employees of this organization.

ARTICLE X: COMMITTEES

Section 1. All committees of this organization shall be appointed by the President or the Board of Directors unless otherwise noted and their term of offices shall be a period of 3 years or less if sooner terminated by action of the appointing authority. The permanent committees shall be:

- Executive Committee consisting of the Officers
- Regional Show Committees appointed by the Regional Director of the effected Region.

ARTICLE XI: DUES

The dues of this organization will be set for all membership categories by a 2/3 vote of those regular members attending the Annual Meeting.

ARTICLE XII. Property and Monies

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization under Section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. All checks in payment of authorized bills shall be signed by the Treasurer and/or any other properly designated person(s).

ARTICLE XIII. Disbandment

Section 1. This club shall not disband so long as five members in good standing vote to continue.

Section 2. Upon the dissolution of this corporation, the Board of Directors shall meet and after paying all the bills, shall audit the accounts and inventory the club property. Any remaining funds shall be donated by the Board of Directors as deemed in the best interest of the Sacred Cat of Burma, the cat fancy in general, and/or one or more related exempt purposes.

ARTICLE XIV. Amendments

Section 1. These By-Laws may be amended, repealed or added to by an affirmative vote of 2/3 of the membership responding to a written ballot sent to all regular members and a 3/5 vote of the entire Board of Directors, either occurring first. The members will have a minimum of 21 days from the date of mailing to due date. The vote of the Board of Directors may be taken at any meeting of the Board of Directors, by a written poll, or by a telephone poll taken by the Secretary. If the vote is taken by phone, those members of the Board in favor of the proposed amendment must sign the proposed amendment. The vote of the membership (based on the date the ballots are due to be returned) and the Board of Directors must occur within 60 days of each other.

Section 2. A copy of the By-Laws shall be given to each newly accepted member and shall be available to all members in good standing.

*** FINIS ***

adopted 11/80; amended 11/94, 11/95, 7/01, 10/02, 01/06, 7/06