

**CONSTITUTION
of the
UNITED BURMESE CAT FANCIERS, Inc.
ARTICLES OF INCORPORATION AND BY-LAWS
As Amended Effective October 15, 2007**

**ARTICLES OF INCORPORATION OF
"UNITED BURMESE CAT FANCIERS, INC."**

I

The name of the Corporation shall be "UNITED BURMESE CAT FANCIERS, INC." and said Corporation is to have its principal place of activity in the State of Delaware in the U.S.A.

II

The general purpose and plan of operation of this Corporation shall be to operate a Society whose Mission shall be:

- A. To create and develop interest and knowledge of the Burmese cat, and in the care, health and breeding thereof.
- B. To seek to establish markets for the breed.
- C. To cultivate acquaintanceship among members.
- D. To promote and advance in every way possible the interest of owners, breeders, and exhibitors of Burmese cats.
- E. To determine standards of the Burmese cat.
- F. To maintain, develop, and publish information concerning the breed.

III

The Operations of said Society shall support the stated Mission, including but not limited to:

- A. To promote exhibitions and education seminars in order to disseminate knowledge of the breed.
- B. To give prizes, ribbons, and honors in connection with exhibits of the breed.
- C. To publish books, pamphlets, periodicals, forms and other publications which the Board of Directors may deem of assistance in forwarding the above objectives.
- D. To maintain a UBCF website.
- E. To buy, rent, manage, own and hold real and personal property necessary and proper for the purposes of this Society described in these Articles of Incorporation or By-Laws and adopted by the members of the Society. Said Articles of Incorporation and By-Laws are to be in harmony with the laws of the State of Delaware in the U.S.A.

This Corporation and Society shall not be maintained for any profit and no Officer or member shall be paid for services unless the membership so determines by written ballot, simple majority vote of the membership voting.

IV

Every person who supports the Mission and operations objectives of the Corporation is eligible for membership in this Corporation regardless of his or her nationality, race or creed. Members are subject to the following terms and conditions:

- A. Regular members may vote and hold office. They shall be persons who have a registered cattery and are or have been breeding and/or showing registered Burmese cats.
- B. Associate members may not vote or hold office. They shall be persons who wish to support the Corporation's activities, own Burmese alters or pets, and those interested in the breed.
- C. Honorary members shall be persons agreed upon by the Board of Directors. Honorary members shall be entitled to all the rights and

prerogatives of regular members, including the right to vote and hold office, but they shall not be subject to the payment of dues.

V

This Corporation shall have a perpetual existence.

VI

The business affairs of the Corporation shall be managed by a Board of Directors. Membership at large shall elect these Officers by written ballot, and election results shall be determined by simple majority vote of the membership voting.

The Board of Directors will be composed of not less than five members consisting of the following Officers: President, Vice President, Secretary, Treasurer, and Newsletter Editor. In addition, Regional Directors are members of the Board.

The term of a Director shall be for two years.

The Board of Directors shall appoint from its own members a Chairman and a Vice-Chairman. All legal instruments of the Corporation shall be signed by the Chairman or Vice-Chairman and attested by the Secretary; or in such other manner as may be authorized by law.

The present 5 interim Officers shall constitute the Board of Directors and shall hold office until their successors are elected and qualified.

VII

The By-Laws of the Corporation are to be made, altered, amended or rescinded upon by written ballot, requiring two-thirds majority vote of the membership voting.

**BY-LAWS OF THE
"UNITED BURMESE CAT FANCIERS, INC."**

ARTICLE I

MEMBERSHIP

The Society shall have three (3) types of members: Regular, Associate and Honorary.

- A. Regular members may vote and hold office. They shall be persons who have a registered cattery and are or have been breeding and/or showing registered Burmese cats.
- B. Associate members may not vote or hold office. They shall be persons who wish to support the Corporation's activities, own Burmese alters or pets, and those interested in the breed.
- C. Honorary members shall be persons agreed upon by the Board of Directors. Honorary members shall be entitled to all the rights and prerogatives of regular members, including the right to vote and hold office, but they shall not be subject to the payment of dues.

ARTICLE II

MEETINGS

Regional Directors are responsible to conduct Annual Meetings of the Society in their respective regions. The Regional Directors will determine the best date and the best format for these meetings.

Special meetings may be called by two Officers if petitioned by one-fourth of the members from any region, provided that the requirements for Regional Meetings have been met. Special meetings may be held within or outside the State of Delaware in the U.S.A.

Requirements for meetings:

- A. Regional Meetings may be held in any of the various regions provided that the Regional Director has obtained written approval from the Board of Directors. Regional Directors shall request to hold a meeting by sending the proposed agenda to the Secretary, who will submit it to the Board for approval.
- B. Minutes or motions arising from a Regional Meeting that pertain to national UBCF business will be forwarded to the Secretary with the minutes. Copies of such motions will be sent to the Board of Directors by the Secretary for any further action.

Members may be represented by proxy, mail or email vote at any meeting election.

ARTICLE III

REGIONS

The number of Regions shall be determined by the President at the beginning of the term. It will be determined on the basis of member concentration.

Any Regional Director wishing to hold a seminar meeting shall obtain permission from the Board of Directors, through the Secretary.

Minutes of the Regional Meetings shall be forwarded within 2 calendar weeks after the meetings by the Regional Director to the Secretary.

Regional Directors are expected to work out their own financial arrangements for meetings in their regions.

ARTICLE IV

DUES

For the purposes of computing dues, the UBCF fiscal year will be January 1 to December 31 of the same year; thereby, following the calendar year.

The Annual membership dues of the Society shall be paid in U.S. funds, payable on January 1.

Honorary members pay no dues.

If any member fails to pay their dues by April 1 (90 days after they are due) their membership with the Society will be terminated. Dropped members will be reinstated after full payment of their dues for the current year.

A prospective new member will apply for membership to the Secretary or designee. The applicant will complete the form and submit with payment of dues for the current year ending in December.

Members joining after October first shall pay one year's dues for the balance of the current year and the following year inclusive.

If the Board of Directors finds a change in revenue necessary, the amount of the dues shall be determined by the membership at large by a simple majority vote of those voting.

ARTICLE V

BOARD OF DIRECTORS

The affairs and business of this Corporation shall be managed and its corporate powers exercised by a Board of Directors composed of not less than five (5) members consisting of the following Officers: President, Vice President, Secretary, Treasurer, and Newsletter Editor. In addition, Regional Directors are members of the Board.

Membership at large shall elect the Board of Directors by written ballot, simple majority vote of the membership voting.

The term of office of each of the Directors shall be two years.

Board meetings shall take place whenever called by the President, within or outside the State of Delaware in the U.S.A., provided five Board members including the President can be present. If a meeting of the Board is not feasible, business and voting within the Board will be handled by mail, email, or telephone conference. Each Director shall have one vote; however, the President shall vote at Board meetings only in case of a tie vote. The act of the majority of

the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, not inconsistent with the laws of the State of Delaware in the U.S.A.

Duties of the Board of Directors shall be as follows:

- A. They shall direct the policies and business affairs of the Society and shall authorize the collection and disbursement of all monies and property of the Society.
- B. They shall determine the qualifications of all persons proposed for Honorary memberships.
- C. They shall act upon charges brought against members of the Society and shall have the power to use disciplinary measures.
- D. They shall have the power to sanction, through the Society Secretary, regional meetings, seminars and exhibitions.
- E. They will instruct the Secretary to issue literature, UBCF Standards, copies of the Constitution, outlines for regional meetings to such Regional Directors as have been granted permission for sanctioned activities.
- F. They shall fill Board vacancies for unexpired terms whenever any office becomes vacant, except that of the President.
- G. Five Board Members present and/or voting will constitute a quorum.

ARTICLE VI

OFFICERS

The Officers of this Corporation shall be:

President
Vice President
Secretary
Treasurer
Newsletter Editor

Officers shall be elected from Society members in good standing by written Ballot, simple majority vote of membership voting. The term of office will be for two years beginning January 1 of the following even-numbered year and ending on December 31 of the next odd-numbered year.

Officers may not serve more than three (3) consecutive terms in the same office.

The **President** shall be titular head of the Society, acting under the Board of Directors, and in general charge of club affairs not specifically otherwise delegated. He or she shall:

- A. Preside at all meetings when present.
- B. Appoint various chairmen of committees deemed necessary for society operation.
- C. Establish the number of regions at the beginning of his term.
- D. Instruct the Secretary to furnish such Regional Directors with all necessary literature and outline of duties.
- E. Be ex-officio member of all committees except the Nominating Committee.
- F. Appoint a Nominating Committee, consisting of a Chairman and two members in February of each election year.
- G. Instruct the Chairman of the Nominating Committee to send the Secretary the list of nominees who have accepted the nomination not later than June 1 in each election year.
- H. Appoint, as needed, an election teller to assist the Secretary in election duties and tabulating votes.

The duties of the **Vice President** shall be the same as the duties of the President in case of the President's absence or incapacity to act. In the event of a vacancy in the office of President, the Vice President shall assume the office and title of President during the unexpired term of the President.

The **Secretary** shall:

- A. Take care of all correspondence of this Society at the direction of the President.
- B. Keep all club records and a file of all minutes and reports of Regional and other meetings.

- C. Prepare and send ballots to members eligible to vote on or before October 15 in each election year, after receiving the list of nominees from the Nominating Committee Chairman. This timeline may be modified, as necessary, for the 2007 start-up election.
- D. Record and tabulate votes no later than November 15. Notify new Officers and Regional Directors and send election results to the President and Newsletter Editor for publication. This timeline may be modified, as necessary, for the 2007 start-up election.
- E. Keep a supply of various club forms such and literature to be mailed to members on request.
- F. Take care of advertising and public relations, unless otherwise delegated by the President.
- G. Forward literature and information to Regional Directors for use in meetings which have been previously sanctioned by the Board.
- H. Keep on file permanently a copy of each Newsletter, and have on hand a number of current issues for distribution to interested persons.
- I. Forward current membership information to the Newsletter Editor, or to the designated representative.
- J. A prospective new member will apply for membership to the Secretary or designee. The applicant will complete the form and submit with payment of dues for the current year ending in December.

The **Treasurer** shall:

- A. Be in charge of the financial affairs of the Society, acting under the Board of Directors.
- B. Receive and disburse all monies and property of the society and is authorized to open commercial checking accounts, electronic money account such as PayPal, deposit money therein, and draw checks for club expenditures thereon.
- C. Send out statements to all members December 1 for the following year; send a reminder in February, and a last notice in March. If dues are not paid by the last day of March, the member is dropped from the membership list.
- D. Send out latest financial report to any Regional Director for use at meetings if requested.
- E. Render a statement of the conditions of the finances of the Corporation to the Newsletter Editor on the first of each year for publication.

- F. Notify the Board if balance in Treasury becomes too low for any further expenditures.

The **Newsletter Editor** shall:

- A. Be alert at all times to gather and circulate news, facts, undertakings, awards, and constitutional policies of the Society.
- B. Work closely with the Board of Directors, and get the Board's approval by majority vote before printing material in the Newsletter which might be construed to validate any policy or procedure not expressly authorized by the Constitution.
- C. Receive current membership information from the Secretary for use in Newsletter distribution.
- D. Publish the Newsletter three times per year, if feasible, in hard copy and/or electronic format.
- E. Forward two copies of each issue to the President and Secretary and reserve at least five copies for the Editor's file.

ARTICLE VII

REGIONAL DIRECTORS

The Regional Directors shall be nominated for each Region. They shall be elected from members in good standing by written ballot, simple majority vote of membership voting.

Term of office will be for two years beginning January 1 of the following odd numbered year and ending on December 31 of the next even numbered year. Regional Directors' terms beginning January 1, 2008 will end on December 31, 2010.

Regional Directors may not serve more than 3 consecutive terms in the same office.

Duties of the Regional Directors shall be as follows:

- A. They shall direct the policies and business affairs of their Region.

- B. They shall have the power to sanction, through the Secretary, regional meetings, seminars and exhibitions, who, after securing the approval of the Board, has sent permission for the meetings.
- C. Minutes and any motions pertaining to the national UBCF business shall be forwarded within 2 calendar weeks to the Secretary after the meetings by the Regional Directors.
- D. Regional Directors are expected to work out their own financial arrangements for meetings in their Regions.

ARTICLE VIII

VOTING AND ELECTIONS

Election of Officers will take place in October of odd-numbered years and election of Regional Directors will take place in October of even-numbered years, except in case of emergency, then the Ballot may be sent out at any time the Board deems necessary. Term of office will be for two years by simple majority vote of members voting.

Terms shall begin for Officers on January 1 of the following even-numbered year and end on December 31 of the next odd-numbered year. Terms for Regional Directors shall begin on January 1 of the following odd-numbered year and end of December 31 of the next even-numbered year.

If Constitutional changes and/or amendments are proposed, they must first be approved by the Board of Directors and a written ballot mailed to eligible members in good standing. Such changes will be adopted if approved by 2/3 majority vote of the membership voting.

At all meetings and elections of the Society, each voting member of the Corporation shall be entitled to one vote. Members may be represented by proxy, mail or email vote at any meeting or election.

The Secretary or designee will compile a list of members eligible to vote at elections who have paid their dues. Only members in good standing shall vote.

Officers and Regional Directors shall be nominated and elected from members in good standing.

Members may nominate a candidate for office by notifying the Nominating Committee Chairman in writing prior to July 1 and submitting a written statement of consent signed by the nominee.

When the Secretary receives the list of eligible nominees from the Nominating Committee Chairman he/she will prepare the ballot and any other material to be voted upon and mail it by October 15. Such material must have been approved by the Board of Directors.

Members so desiring may cast write-in votes. If a write-in candidate receives a majority vote of members voting in his category, he will be elected provided is a member in good standing. If he fails to qualify, the qualifying candidate in his category with the next highest majority vote of those voting will be elected.

The name and address of the member should be clearly shown on the outside of the envelope in which the ballot is returned to the secretary. However, all ballots received by the deadline date that can be identified as the ballot of a member eligible to vote shall be counted.

The names on the outside of the envelope shall first be checked against a current membership list furnished by the Secretary or designee. All envelopes shall then be opened and discarded before the ballots are examined or counted. The vote shall then be tabulated by the Secretary and assisted by the Election Teller, as needed. A signature or other identification of the ballot shall not thereby invalidate the vote.

The Secretary will notify the new Officers or Regional Directors, the President, and the Newsletter Editor of the election results in a timely manner.

ARTICLE IX

RIBBONS AND TROPHIES

UBCF shall supply, provided the balance in the treasury justifies it, ribbons or award cards to be given at cat shows affiliated with any registry that use the UBCF Standard or close approximation. These UBCF ribbons or award cards must be requested by the Regional Director from the Ribbon Chairman.

These ribbons or award cards may be offered, as appropriate, for Best, Second Best Burmese in the Kitten, Championship and Alter Cat Classes.

Only UBCF Members are eligible for the UBCF ribbons, award cards, and/or Trophies; other wins are void.

UBCF exhibitors must return cards to the Ribbon Chairman within the show season when won or the win will not be valid.

Trophies or Certificates may be given to UBCF Members with top winning Burmese on an annual basis.

ARTICLE X

DISCIPLINARY MEASURES

Upon written charges filed with the Secretary by two or more members in good standing, alleging acts on the part of the member charged that are deemed (in their opinion) to be contrary to the best interests of the Society or the Burmese breed, the Board of Directors shall have the power, by two-thirds majority vote, to terminate the membership of the member charged. Redress and reinstatement shall be possible only by two-thirds majority of all members voting.

ARTICLE XI

PARLIAMENTARY RULES

All meetings held in the name of this Corporation shall be conducted according to Roberts Rules of Order, latest edition.

ARTICLE XII

BILLS, NOTES, ETC.

All bills payable, notes, drafts, warrants, or other negotiable instruments other than checks of the Corporation shall be made in the name of the Corporation and

shall be signed by the Treasurer. No Officer or agent of the Corporation, either single or jointly with others, shall have the power to make any bill payable, note, draft or warrant or other negotiable instrument, except checks, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided.

ARTICLE XIII

AMENDMENTS

These By-Laws and the Articles of Incorporation may be altered, repealed or added to by written ballot, two-thirds majority vote of the membership voting.

ARTICLE XIV

FISCAL YEAR

The Fiscal Year of this Society shall be January first to December Thirty-first; thereby, following a calendar year.