

**CONSTITUTION AND BYLAWS
OF
THE EVERGREEN BASENJI CLUB, INC**

ARTICLE I: NAME AND OBJECTS

- A. The name of the Club shall be the Evergreen Basenji Club, Inc.
- B. The objects of the Club shall be:
1. To encourage and promote only the thoughtful and discriminate breeding of purebred Basenjjs, to do all possible to bring their natural qualities to perfection, and to discourage indiscriminate and commercial breeding.
 2. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard by which Basenjjs shall be judged.
 3. To encourage and promote the obedience, training, and showing of Basenjjs.
 4. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, and lure trials.
 5. To conduct all sanctioned events and specialty shows under the rules of the American Kennel Club and/or the American Sighthound Field Association.
 6. To disseminate information on the origin and characteristics of the breed and its approved standard; to encourage breeders and non-breeders to participate in all Club activities; to assist all members with their problems in connection with the breed.
 7. To do all possible to promote the principals of responsible dog ownership.

ARTICLE II: MEMBERSHIP

- A. Definition and Eligibility: There shall be three (3) types of membership, limited to persons of good repute and sportsmanship, who subscribe to the Bylaws and are in good standing with the American Kennel Club and/or the American Sighthound Field Association (ASFA).
1. Regular: Any person whose application for membership has been approved by the Club, who has reached his 18th birthday, and supports the activities of the Club through participation or contribution.
 2. Affiliate: Any person whose application for membership has been approved by the Club, who has reached his 18th birthday, and supports the activities of the Club through participation or contribution, but who lives outside our meeting attendance area. Affiliate Members have the same privileges and responsibilities as Regular members with the exception of voting or holding office. Dues will be the same as Regular membership.
 3. Junior: Any person prior to his 18th birthday shall be a Junior Member. He shall have the same privileges as a regular member, with the exception of holding office. Jr. members who join without a parent (solo) shall be accompanied by a parental release form absolving EBC of any

liability. Jr. Members over the age of 14 shall be eligible to vote as regular members. Solo dues shall be ½ the price of regular membership, rounded to the nearest dollar.

B. Dues:

1. Membership dues and assessments shall be established by the Board annually prior to 1 September for the ensuing fiscal year.
2. Dues and assessments shall be payable on or before 31 December of each year. No member may vote whose dues are not paid for the current fiscal year. During the month of September, the Treasurer shall notify each member of his dues for the ensuing year.

C. Election to Membership: Prospective members must attend a minimum of two (2) meetings within a four month period prior to the submission of the application. Each applicant for Membership shall complete a written membership application, stating his name, address and occupation and that the applicant agrees to abide by the Constitution and Bylaws, and the rules of the American Kennel Club. Each applicant shall be sponsored by two regular members. The Sponsors will submit a written recommendation for the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the corresponding secretary. Each application and recommendation is to be read at the first General Meeting of the club following its receipt. At the next General Meeting, following discussion from the floor, a vote shall be taken. Affirmative votes of three fourths (3/4) of the regular members present and voting at that meeting shall be required to elect the applicant. The applicant may not attend the meeting at which voting is scheduled. A spouse residing in the same household as a member may apply for membership by submitting an application and dues.

D. Election to Affiliate Membership: Prospective Affiliate Members need not attend meetings prior to the submission of the application. Each applicant for Affiliate Membership shall complete a written membership application, stating his name, address and occupation and that the applicant agrees to abide by the Constitution and Bylaws, and the rules of the American Kennel Club. Each applicant shall be sponsored by two Regular members. The Sponsors will submit a written recommendation for the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the corresponding secretary. Each application and recommendation is to be read at the first General Meeting of the club following its receipt. At the next General Meeting, following discussion from the floor, a vote shall be taken. Affirmative votes of three fourths (3/4) of the Regular members present and voting at that meeting shall be required to elect the applicant. A spouse residing in the same household as a member may apply for membership by submitting an application and dues. Should the Affiliate Member wish to become a Regular Member, he may do so by following the process as described in Section C above, with the exception of additional sponsorship and additional dues are not required.

E. Termination of Membership: Memberships may be terminated:

1. By resignation. Any member in good standing may resign upon written notice to the Corresponding Secretary; no member may resign if in debt to the club.
2. By lapsing. A membership will be considered as lapsed and automatically terminated if the member's dues remain unpaid by 31 December.
3. By expulsion. A membership may be terminated by expulsion as provided in Article VIII of these Constitution and Bylaws.

F. Reinstatement: members whose membership has lapsed within the preceding six (6) months may

be reinstated with the same requirements as specified in Article II, Section C, or Section D as appropriate, except that the sponsor recommendation is waived.

ARTICLE III: MEETINGS AND VOTING

A. Club Meetings: Regular meetings of the Club shall be held monthly on the third Friday at such hour and place convenient to the Club members. Notice of each meeting will be given by the Recording Secretary at least five (5) days prior to the date of the meeting. In the case when an emergency change of date and/or location of meeting is necessary, the President, with consent of the majority of the Board, may set such date and/or location. The membership shall be informed. The quorum of such meetings shall be seven (7) regular members.

B. Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at such hour and place as designated by the person or persons authorized herein to call such meeting; and said notice shall be given by the Recording Secretary in accordance with Article III, Section A, which notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such meeting shall be seven (7) regular members.

C. BOARD MEETINGS: Meetings of the Board of Directors may be held at the call of the President with the concurrence of the Board, at such times and places as are designated by a concurrence of the Board. Meetings of the Board of Directors may be held in person, by telephone, electronically, or any combination thereof. The presiding officer shall determine authenticity and duration of electronic or telephone ballots. The quorum for Board voting shall be a majority of the Board members.

E. Voting: Each regular member in good standing whose dues are paid for the current fiscal year in accordance with Article II, Section A, shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. During the current fiscal year members must have attended a minimum of four (4) regular meetings during the twelve (12) months preceding the Annual Meeting to be eligible to vote for election of officers. Record of attendance shall be kept by the Recording Secretary, and a list of those qualifying to vote by reason of attendance will be mailed with notification of the annual meeting.

ARTICLE IV: DIRECTORS AND OFFICERS

A. Board of Directors: The board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Board Member 1 and Board Member 2, all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V.

1. General management of the Club's affairs shall be entrusted to the Board. Officers and members of the Board shall have a fiduciary responsibility, including overseeing the fiscal affairs of the club.

2. An officer or Board member who has been absent from four general meetings shall be removed from office and shall be replaced in accordance with Article IV, Section C. A Board member who is unable to actively participate in Board business may be asked to submit his or

her resignation and be replaced in accordance with Article IV, Section C.

B. Officers: The Club's officers, as follows, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and Bylaws.
2. The Vice President shall have the powers and exercise the duties of the President in the case of the President's absence or incapacity. He shall be Parliamentarian, shall maintain a record of location and disposition of all club property, and shall assume such other duties as directed by the President.
3. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters in which a record shall be ordered by the Club. He shall notify regular members of meetings, keep a role of the members of the Club with their addresses, keep an accurate attendance record of all meetings and Board meetings, and carry out such other duties as are prescribed in these Constitution and Bylaws.
4. The Corresponding Secretary shall have charge of such correspondence as ordered by the Club, shall notify new members of their election to the Club, shall notify officers and directors of their election, and shall carry out such other duties as are described in these Constitution and Bylaws.
5. The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt therefore. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. He shall be responsible for the disbursements of the Club's funds when directed by the membership vote. His books shall at all times be open to inspection by the membership, and he shall report to them at Club meetings the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. He will close out the books to be turned over to the board-approved bookkeeper. Any member may request to review the books with reasonable notice at a location mutually convenient.
6. Board Member 1 shall oversee activities of a Membership Selection Committee and report on same to the rest of the Board of Directors. Board Member 2 shall coordinate the activities of education committees and those in charge of all ancillary income producing activities, and report to the Board of Directors.

C. Vacancies: Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office at the next regular meeting. Nominations shall be taken from the floor; a majority vote of all regular members present and voting shall be required to elect. A vacancy in the office of President shall be filled by the Vice President and the resulting vacancy shall be filled as above.

ARTICLE V: THE CLUB YEAR

A. Club Year: The Club's fiscal year shall begin on the first day of January and end on the 31st day

of December.

- B. Annual Meeting: The annual meeting shall be held in the month of November, at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office effective 1 January following their election and each retiring officer shall turn over to his successor in office all properties and records relating to that office after the December General Meeting but before 1 January with the exception of the Treasurer, whose records shall be reviewed by the board-approved bookkeeper.
- C. Election of Officers and Board of Directors: The nominated candidate receiving the greatest number of yes votes for each office shall be declared elected. Members abstaining from voting shall not be considered in the outcome.
- D. Nominations: No member may be a candidate in a Club election who has not been nominated. No member may be nominated who has not been a member in good standing for one year. During the month of August, the Board shall select a nominating committee consisting of three (3) members and two (2) alternates, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name chairman for the committee, and it shall be his duty to call a committee meeting, which shall be held on or before 1 September.
1. The Committee shall nominate one (1) candidate for each Board of Directors position, and, after securing the consent of each person so nominated, shall report their nominations to the Recording Secretary in writing by 15 September.
 2. The Nominating Committee shall report to the membership at the September General Meeting. Said report will therefore become part of the September General Meeting Minutes.
 3. Additional nominations may be made at the October meeting. Any nominee shall notify the Secretary of his willingness to serve no later than five (5) days after the meeting. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the nominating committee.
 4. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE VI: COMMITTEES

- A. The President, with the consent of the Board, shall each year appoint standing committees, including Specialty, Lure, Membership, Education, Publicity, Bylaws and Constitution and Ethics committees. Such committees shall always be subject to the final authority of the President. Ad Hoc committees may also be appointed by the President, with the consent of the Board, to aid on special projects. The Ethics committee shall have the same committee restrictions as the Nominations committee; i.e. no more than one Board member may serve on said committees.
- B. Any committee appointment may be terminated by a majority vote of the Board, and the appointee shall be given written notice of his termination.

VII: ETHICS

- A. The Club shall maintain a Code Of Ethics.
- B. Amendments to the Code Of Ethics may be proposed by the board of directors, its duly appointed Ethics committee, or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing with the club. ("Good standing" shall be defined as a regular member having attended a minimum of four (4) board or general meetings in the last 12 months.)
- C. The Code of Ethics may be amended by a (2/3) vote of the regular members present at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII: DISCIPLINE

- A. American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club or the American Sighthound Field Association automatically shall be suspended from the privileges of the Club for a like period.
- B. Any member who believes a violation as defined below has occurred should consult the Ethics and Grievances Committee to see if an equitable solution can be mediated before filing Charges.
- C. Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club, the Code of Ethics, and the breed. Written charges, with specifications, must be filed in duplicate with the Recording Secretary together with a deposit on \$10.00, which shall be forfeited if such charges are not sustained. The Recording Secretary shall promptly notify the Board which shall meet. The Board shall first consider whether the charges, if proven, might constitute conduct prejudicial to the best interests of the Club, the Code of Ethics, or the breed, in which case they shall fix a date for a Board hearing not less than three (3) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing, and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- D. Board Hearing: Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may, by majority vote of those present, suspend the defendant from any or all privileges of the Club for thirty (30) days. The Board will, within thirty (30) days, schedule a special meeting of the regular membership to discuss further potential disciplinary action. If the Board recommends expulsion, its findings shall be put in written form immediately and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and recommendation.
- E. Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation, as provided in Section C of this Article. Such proceedings may occur at a regular or special meeting of the Club, to be held within sixty (60) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at the meeting. The President shall read the charges and the Board's findings and recommendation and shall invite the defendant, if present, to speak in his own behalf if he wishes. The membership shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion.
- F. In the event that charges or disciplinary actions are brought by or against any member (s) of the Board of Directors, no member who is party to the dispute may take part in the dispensation of the case. If necessary, the President, or acting President, may appoint ad hoc member (s) to the Board for the purpose of deciding on the charges brought, who shall serve only for the purpose of dispensation of the case.

ARTICLE IX: AMENDMENTS

- A. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors, its duly appoint by-laws committee, or by written petition addressed to the Recording Secretary signed by twenty per cent (20%) of the membership in good standing. Amendments proposed by petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

- B. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the regular members present at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE X: DISSOLUTION

- A. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of regular members. In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club, shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE XI: ORDER OF BUSINESS

- A. Consistent with the foregoing, Robert's Rules of Order shall be applied to all matters not stated in these Constitution and Bylaws.

/bab 09/04/01

Adopted: 11 22 64
Amended: 03 15 68
 01 18 74
 08 29 76
 02 17 84
 02 19 87
 05 21 93
 96
 02 20 98
 03 16 01