



COPPER STATE BASENJI CLUB

By-Laws

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ARTICLE I: NAME AND OBJECTIVE

SECTION 1: Name

The name of the Club shall be the COPPER STATE BASENJI CLUB, INC.

SECTION 2: Objectives

The objects of the Club shall be:

- a. To encourage and promote the quality breeding of pure-bred Basenjis and to do all possible to bring their natural qualities to perfection;
- b. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of the breed by which Basenjis shall be judged;
- c. 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 coursing trials;
- d. To conduct sanctioned and licensed specialty shows, obedience trials and lure coursing trials under the Rules and Regulations of the American Kennel Club;

SECTION 3: Profitability

The Club shall not be conducted or operated for profit and no part of any income or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4: Adoption and Revisions

The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

ARTICLE II: MEMBERSHIP

SECTION 1: Eligibility and Membership

There shall be four types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its club territory as set forth herein.

1. **Regular Membership** - Open to all persons eighteen years of age and older, residing in a focal point as defined herein as Casa Grande, Arizona and driving distance to show and performance events consisting of points within one-day road trip from Casa Grande, AZ (Roundtrip).

2. **Family Membership** - Two people of the same household who meet the requirements for regular membership. Each is entitled to a vote.
3. **Junior Membership** - Open to people under 18 years of age. Junior members cannot vote or hold office. Upon reaching their 18th birthday their membership will automatically convert to regular membership.
4. **Associate/Newsletter Membership** - Those who meet the requirements for regular membership but are inactive or live out of the club territory. Associate members are entitled to all Club privileges except voting and holding office.
5. **Life Member** - Awarded to members who have been nominated by the Club Membership at a regular meeting and voted upon by the Board of Directors. This award is for any voting Member who has provided continuous and outstanding support to the Club and the Basenji breed. Recipients of this award shall retain all rights and privileges of a Regular Member, but need not pay dues.

SECTION 2: Dues

Dues are due January 1st of each year and are considered delinquent on April 1st of each year. Dues shall not exceed \$25 per year for Family Membership, \$20 per year for Individual Membership, \$10.00 per year for Associate/Newsletter Membership, \$5 per year for Juniors and \$3 per year for juniors whose parent or parents hold family or individual membership. Persons accepted for membership on or after July 1st shall pay one-half the annual membership dues. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3: Election to membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these by-laws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. The applicant's name and pertinent information shall be published in the next newsletter following the first reading. At the next Club meeting the application will be given a second reading. After the application has been read for the second time, members shall have 10 days to file comments in writing with the Secretary. If no comments are received the membership shall be granted and published in the next newsletter. If three (3) members file written comments with the Secretary, they shall be submitted to the Executive Board and reviewed at a special Board meeting called for that purpose. The Board will review the comments and give the applicant an opportunity to file a response or come before the Board. The Board will then decide by majority vote to accept or

deny the application. Such a meeting shall be considered a closed meeting and the records of the meeting are not a public record and shall not be available to members, including members of the Board who did not participate in the meeting.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4: Termination of Membership

Memberships may be terminated:

- a. **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b. **Lapsed Membership.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c. **By Expulsion.** A membership may be terminated by expulsion as provided in Article VII of these by-laws.

ARTICLE III: MEETINGS AND VOTING

SECTION 1: Club meetings

Meetings of the Club shall be held at least once per calendar quarter, within the state of Arizona. The Board shall determine dates of the meetings. Written notice of each such meeting shall be mailed or delivered electronically by the Secretary at least 10 days prior to the date of the meeting. **The quorum for such meetings shall be 20% of the members in good standing.**

SECTION 2: 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, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the state of Arizona and at such date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or sent electronically by the Secretary at least 5 and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. **The quorum for such a meeting shall be 20% of the members in good standing.**

SECTION 3: Board meetings

Meetings of the Board of Directors shall be held 4 times a year as called by the Board as a whole. Such meetings shall be held in the state of Arizona or through electronic means and at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or sent electronically by the Secretary at least 5 days prior to the date of the meeting. **The quorum for such a meeting shall be a majority of the Board.**

SECTION 4: Special Board meetings

Special meetings of the Board may be called by the President, or called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the state of Arizona or through electronically and at such place, date, and hour as may be designated by the person authorized herein to call such meeting, or at such place within or without the state of Arizona as might be agreed upon by a majority of the Board of Directors. Written notice of such meeting shall be mailed or sent electronically by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. **The quorum for such meeting shall be a majority of the Board.**

SECTION 5: Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which the member is present. Proxy voting will not be permitted at any Club meeting or election. Voting for Officers and Board positions may take place in person or through electronic means following ballot being delivered electronically or otherwise to the membership.

ARTICLE IV: DIRECTORS AND OFFICERS

SECTION 1: Board of Directors

The nine-member Board shall be comprised of the four elected officers; President, Vice-President, Secretary, Treasurer, and the immediate Past President and four (4) other persons all of whom shall be members in good standing. The four elected officers of the club shall be elected to one-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected and qualified. The four additional Board members shall be elected to staggered two-year terms. Two in an even year and two in the odd year. General management of the Club's affairs shall be entrusted to the Board of Directors. At least three (3) members of the board must be reside within the State of Arizona.

SECTION 2: Officers

The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. At least two (2) of the officers must be reside within the state of Arizona.

- a. 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 by-laws.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- c. The Secretary shall perform the following duties; Keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club, have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the Club and deposit the same in a bank designated by the Board in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be made to them at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting an account shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The cost of said bond shall be paid by the Club.
- e. Upon request of the Secretary the Board of Directors can appoint a Corresponding Secretary. The Recording Secretary would be responsible for recording all of the minutes of meetings and for keeping of all matters of which a record shall be ordered by the Club. The Corresponding Secretary would be responsible for all correspondence of the Club, including the mailing of meeting notices, notifying officers and directors of their election to office, etc.

SECTION 3: Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE V: THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1: Club year

The Club's fiscal year shall begin on the first day of January and end on the 31st day of December. The Club's official year shall begin with the installation of officers at the December meeting or coincide with the fiscal year.

SECTION 2: Annual meeting

The annual meeting shall be held in the month of November at which officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. Those elected shall be installed in office at the December meeting and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3: Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4: Nominations

No person may be a candidate in a club election who has not been nominated. During the month of June, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a Committee meeting which shall be held on or before September 1.

- a. The Committee shall nominate one candidate for each office, and two candidates for the two positions on the Board open each year, and, after securing the consent of each person so nominated, shall report their nomination to the Secretary in writing on or before September 5.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall, before October 1, notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. 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.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI: COMMITTEES

SECTION 1: Creation

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field trials, trophies, annual prizes,

membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2: Termination

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII: DISCIPLINE

SECTION 1: American Kennel Club suspension

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2: Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specification must be filed in duplicate with the Secretary, together with a \$10 deposit which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If a member of the Board has personal knowledge of the alleged misconduct, they shall not participate in consideration of the alleged misconduct. They may, however, appear as a witness. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail or through electronic means with proof of receipt required together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if desired.

SECTION 3: Board hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision,

its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any. The record of a hearing into alleged misconduct is not a public record and shall not be available to members, including members of the Board who did not participate in the hearing.

SECTION 4: 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 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in their own behalf if they so desire. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII: AMENDMENTS

SECTION 1: Creation

Amendments to the Articles of Incorporation and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date the petition was received by the Secretary.

SECTION 2: Adoption

The Articles of Incorporation and by-laws may be amended by a 2/3 vote of the members present in person or through electronic means and voting 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 weeks prior to the date of the meeting.

ARTICLE IX: DISSOLUTION

SECTION 1: Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary 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, but after payment of the debts of the Club, its property and assets shall be given for the benefit of dogs to a charitable organization selected by the Board of Directors.

ARTICLE X: ORDER OF BUSINESS

SECTION 1: Club Meetings

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll call

Minutes of the last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

SECTION 2: Board Meetings

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present shall be as follows:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

New Business

Adjournment

ARTICLE XI: PARLIMENTARY AUTHORITY

The Rules contained in the current edition of "Robert's Rules of Order, 11th Edition, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules the Club.